

# BY-LAWS OF THE QUILTERS' SEW-CIETY OF ROCHESTER, MINNESOTA

---

Revised 2020

**Article I. Name.** The name of this group shall be called **The Quilters' Sew-ciety**, herein after called Q.S.

## **Article II. Purpose.**

**Section 1.** The Association is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(7) of the United States Internal Revenue Code.

**Section 2.** To hold meetings for the transaction of business, exchange of ideas, education and discussion relative to furthering the art of quilt making.

**Section 3.** To collect available records related to the art of quilt making, to compile these records with their source and to stress accuracy in compiling these records by their verification.

**Section 4.** To encourage its members to develop a high standard in the art and technique of quilt making as a contribution to the arts and crafts of our community.

## **Article III. Organization and dissolution.**

**Section 1.** The Q.S. shall be governed by its articles and adopted by the membership.

**Section 2.** The Q.S. is not organized for monetary profit and no part of its income or name shall insure to benefit any member, director or officer of the Q.S. or any private individual. Any reimbursement for expenditure or the reasonable compensation for services shall be distributed from the income or principle.

**Section 3.** Upon dissolution of the Association, the Association shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(7) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Q.S. Board shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article IV. Membership.**

**Section 1.** The membership is open to anyone interested in quilting. Upon receipt of application and dues, the applicant shall become a member of the Q.S. All members in good standing shall have the right to vote in any meeting of the membership.

**Article V. Meetings.**

**Section 1.** All meetings shall be held monthly unless previously announced.

**Section 2.** A voters' meeting of the Q.S. shall be held at the July meeting at which time the election of officers shall be held. In the event that a voters' meeting cannot be held in person, electronic voting will be permitted provided a quorum is met electronically. Twenty-five percent of members in good standing shall constitute a quorum.

**Section 3.** Outgoing officers will submit their final reports in August, with a written report available at the September meeting.

**Section 4.** Twenty-five percent of members in good standing shall constitute a quorum at regularly scheduled meetings. A majority of those present and voting at regularly scheduled meetings shall be sufficient to any measure unless otherwise specified in the bylaws.

**Article VI. Officers.**

**Section 1.** The officers of the Q.S. Board of Directors shall consist of President, President-elect, Day Facilitator, Evening Facilitator, Day Secretary, Evening Secretary, Treasurer, Program/Education Coordinator, and Program/Education Coordinator-elect.

**Section 2.** A slate of Officers and Chairs of Standing Committees, selected by the nominating committee, shall be presented to the membership at the June meetings and listed in the June Newsletter. In the event that the meeting cannot be held in person, the slate of Officers and Chairs of Standing Committees can be sent electronically to the membership.

**Section 3.** Additional candidates may be nominated from the floor at the voters' meeting. The consent of the nominee must be obtained. The officers shall be elected at the July meeting, by a majority vote of those present and voting. All officers will be elected for a one year term except for the Treasurer, which shall be a two year term. No two offices may be held by the same person at the same time. No person may serve for more than two consecutive full terms in the same office. New officers shall begin their term of office August 1.

**Section 4.** Any vacancy of the Board of Directors shall be filled by appointment by the President with the approval of the Board of Directors.

**Section 5.** Duties of the Officers.

a. **President.** The President shall preside at Board meetings, set the agenda for general meetings and shall be a member exofficio of all committees except the nominating committee. The President shall be familiar with Robert's Rules of Order.

b. **President-elect.** The President-elect shall be familiar with all Board position responsibilities, assist the Board members as requested, and, if needed, assume any Board position vacancy until permanent replacement is found for the remainder of the term. President-elect shall assume the role of President the following year. President-elect shall be familiar with Robert's Rules of Order and shall have the authority to enforce them if necessary.

c. **Day Facilitator.** The Day Facilitator shall preside at the daytime Q.S. general meetings and act as liaison between the membership, committee chairs and the Board.

d. **Evening Facilitator.** The Evening Facilitator shall preside at the evening Q.S. general meetings and act as liaison between the membership, committee chairs and the Board.

e. **Day Secretary.** The Secretary shall be responsible for recording all business of the day meeting of the Q.S. Minutes shall be available to all members.

f. **Evening Secretary.** The Secretary shall be responsible for recording all business of the evening meeting of the Q.S. Minutes shall be available to all members.

g. **Treasurer.** The Treasurer shall be custodian of all the funds of Q.S., collect all dues and fees, and keep an itemized account of all receipts and disbursements. The Treasurer shall submit a financial report at Board meetings. The Treasurer is also responsible to submit any tax forms required by the United States Internal Revenue Code on behalf of Q.S. and to ensure the maintenance of the section 501(c)(7) classification for Q.S.

h. **Program/Education Coordinator.** The Program/Education Coordinator shall be responsible for securing and arranging suitable programs and workshops for the members and for promotion of these at monthly meetings.

i. **Program/Education Coordinator-elect.** The Program/Education Coordinator-elect shall assist the Program/Education Coordinator in securing and arranging suitable programs and workshops for the members and promoting these at monthly meetings. The Program/Education Coordinator-elect shall assume the role of Program/Education Coordinator the following year.

**Article VII. Committees.**

**Section 1.** Nominating Committee: The nominating committee shall consist of three members serving a 2-year term. A slate of Officers and Chairs of Standing Committees, selected by the nominating committee, shall be presented to the membership at the June meetings and listed in the June Newsletter.

**Section 2.** Standing Committees. Standing committees exist to provide a means to exchange ideas, further the art of quilting and to promote the joys of quilting. Each committee chair will in turn seek committee members as deemed necessary.

**Section 3.** Auditing Committee. The auditing committee shall consist of at least three members appointed by the President whose duty shall be to audit the Treasurer's account at the end of the fiscal year.

**Section 4.** Committees shall be reviewed, added, suspended or eliminated by the Board of Directors as deemed necessary.

**Section 5.** Any vacancy of the committee chairs shall be filled by appointment by the President with the approval of the Board of Directors.

**Article VIII. Board of Directors.**

**Section 1.** The Board of Directors shall consist of the officers elected at the voters' meeting.

**Section 2.** The Board of Directors shall hold at least 4 (four) meetings during the year, more at the discretion of the President.

**Section 3.** A majority of the Board of Directors shall constitute a quorum and a majority of those present at scheduled meetings shall be sufficient to adopt any measures. Adoption of a measure may be presented electronically and voted on electronically, when necessary.

**Article IX. Fiscal Policies.**

**Section 1.** The fiscal year shall be from January 1 through December 31.

**Section 2.** Membership dues shall be recommended by the Board of Directors and voted on by the membership.

**Section 3.** An annual audit shall be conducted by at least three members of Q.S. appointed by the President to audit the Treasurer's books at the end of the fiscal year.

**Section 4.** The Board of Directors shall be responsible for setting and maintaining a yearly budget.

**Article X. Parliamentary Authority.**

Robert's *Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.

**Article XI. Amendments.**

The members may amend the Bylaws by a 2/3 majority of a quorum vote at regularly scheduled meetings of the Q.S. provided that the proposed amendment has been provided to each voting member at least 7 days prior to the date of the meeting. (See Article V – Section 4 for definition of quorum)