

Central Ohio Modern Quilt Guild Bylaws

Article I: Name, Purpose, and General Matters

1.1 Name

- I. The name of the organization shall be the Central Ohio Modern Quilt Guild (the “Guild” or “Central Ohio MQG”).

1.2 Purpose

- I. The Guild’s purpose is to:
 - A. Develop and encourage the art of modern quilting;
 - B. Work with other guilds and groups with a similar purpose;
 - C. Encourage new quilters and other fiber artists interested in non-traditional projects;
 - D. Offer educational opportunities through classes, workshops, and the sharing of information; and
 - E. Support and provide opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills.

1.3 Non-Profit Status

- I. The Guild shall maintain its non-profit status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (“IRC”), under the national Modern Quilt Guild’s group exemption.
- II. Activities of the Guild shall be conducted in such a manner that no part of the Guild’s net income shall benefit any individual member of the Guild.
- III. Notwithstanding Section 1.3(II), the following activities are permitted:
 - A. Members may be hired as a principal lecturer, teacher, or quilter by the Executive Board; and
 - B. Members may sell items at quilt shows hosted and/or attended by the Guild.

1.4 Location and Office

- I. The Guild shall maintain the following:
 - A. A mailing address located within the state of Ohio; and
 - B. A Registered Contact.

- II. The Registered Contact shall be determined by the Executive Board annually and must be an individual holding the position of President, Vice President, or Treasurer.
- III. The Registered Contact is also responsible for updating any legal and taxing documents related to the Guild.

1.5 Powers

- I. Officers and Members of the Guild are subject to these bylaws.

1.6 Fiscal Year

- I. The fiscal year shall begin on January 1st and ends on December 31st of each calendar year.

1.7 Privacy

- I. Member information is collected for the Guild's business purposes only.
- II. The Guild shall make a reasonable effort to maintain and protect Members' information and privacy.
- III. Personal information of Members shall never be offered for sale or otherwise transferred to non-authorized parties.

1.8 Rules of Order

- I. All General Meetings and Executive Board meetings will be conducted according to Robert's Rules of Order, unless specifically excluded by these bylaws.

1.9 Discrimination

- I. The Guild shall not deny any individual membership based on sex, gender orientation, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation, or physical, mental, emotional, or learning disability.

Article II: Members

2.1 Membership

- I. Membership is granted:
 - A. To anyone 18 years or older;
 - B. Upon completion of the membership application; and
 - C. Payment of annual dues.
- II. Members may join at any time.
- III. The following are provided with membership:
 - A. Access to membership benefits provided by the national Modern Quilt Guild;
 - B. Access to projects and activities of the Guild; and
 - C. Ability to vote, hold an Officer position, and serve on Committees.
- IV. Members shall be entitled to:
 - A. Preferential placement in Guild sponsored events/functions;
 - B. Access to the membership roster;
 - C. Access to the Treasurer's report (upon request); and
 - D. Add items to a General Meeting agenda.

2.2 Visitors

- I. Visitors may attend up to three (3) meetings in a calendar year.
- II. After attending three (3) meetings, Visitors will be required to become a Member of the Guild to continue attending.

2.3 Voting

- I. Each Member in good standing receives one (1) vote towards Guild Matters.

2.4 Revocation of Membership

- I. Membership may be revoked for the following:
 - A. Actions that threaten the organization's status as a non-profit;
 - B. Violating the policies set by the meeting space's host; and
 - C. Participating in any activity related to the Guild that is criminal in nature.
- II. In instances of verbal harassment or disruptive conduct, whether at Guild events or towards a Member, the Executive Board will first attempt conflict resolution but reserves the right to revoke membership if resolution cannot be reached.

Article III: Meetings

3.1 General Meetings

- I. General Meetings shall be held on a date and place as designated by the Executive Board.
- II. Meeting information and details shall be announced on the Guild website.
- III. Unless noted otherwise, General Meetings are held on the second Thursday of every month at 6:30 PM.

3.2 Executive Board Meetings

- I. Executive Board meetings shall be held quarterly and are open to Members.

3.3 Minutes

- I. Minutes of all meetings shall be available to Members on the Guild's website.

3.4 Voting

- I. Any act or decision raised during a General Meeting shall be decided by a majority of voting members.
- II. Each member present is entitled to one (1) vote on each matter.
- III. Voting shall be held by voice, show of hands, or by ballot (written or electronic).

3.5 Absentee Voting

- I. Absentee voting may occur as determined by the Executive Board.
- II. In the case of absentee voting, the matter to be voted on shall be distributed to Members via email and published on the Guild's website no less than seven (7) days prior to the vote.
- III. Absentee votes may be cast via email to both the President and Secretary at least 24-hours prior to the vote, if a member is unable to attend the General Meeting.

Article IV: Dues and Fees

4.1 Dues

- I. Annual dues assessed from Members shall be determined by resolution of the Executive Board.
- II. Changes in dues shall be established at the January Executive Board meeting and by a two-thirds vote of those present at the following General Meeting.
- III. Members who join after July 1st will pay a prorated membership rate of fifty percent (50%) of the annual dues for that year.

4.2 Times of Dues Payment

- I. Annual dues are payable by the February meeting and become delinquent by March 15th.
- II. A Member whose dues remain unpaid by April 15th may have their membership revoked.

4.3 Financial Hardship Payment Plan

- I. New applicants and Members may qualify for a financial hardship payment plan ("FHPP") if they have experienced a change in their financial situation.
- II. The Executive Board must use the Guild's Standard of Operating Procedure to determine an individual's FHPP eligibility.

4.4 Collection of Dues

- I. Dues will be collected by the Treasurer and identified and held in the Guild's bank account.
- II. The Treasurer shall account for all fees collected in the monthly Treasurer's report.

4.5 Member Resignation

- I. Upon resignation, a Member is not entitled to a refund or proration of dues.

4.6 Fees

- I. Fees may be charged for special classes, presentations, and/or events as established by the Executive Board.
- II. Fees will be collected by the Treasurer and identified and held in the Guild's bank account.
- III. The Treasurer shall account for all fees collected in the monthly Treasurer's report.
- IV. Fees may be refundable as determined in advance of the class, presentation, or event in the instance of cancellation or reasonable change in circumstances.
- V. Fees will be published via email, announced at the General Meeting, and/or the Guild website.

Article V: Officer Nomination and Elections

5.1 Elections

- I. The Guild is to hold Officer elections at the November General Meeting.

5.2 Nominating Committee

- I. A Nominating Committee shall be formed during the September meeting and will consist of two to three (2-3) members who do not wish to be considered for any Officer position.
- II. The Committee may solicit nominations from Members and Members may nominate themselves as a candidate.

- III. The Committee may consider offers of Officers for any position or Committee.
- IV. If, after the nomination period, any positions remain for which there is no nominee, a Member of the Nominating Committee may volunteer to run for the unfilled position.
 - A. The Nominating Committee Member must then recuse their right to vote during Officer elections at the November General Meeting.

5.3 Officers Term

- I. Officers will be elected to a one (1) year term.
- II. Notwithstanding Section 5.3(I), the position of Vice President shall be elected to a two (2) year term beginning in 2021.

5.4 Voting

- I. Voting for Officer positions shall be done by ballot and counted by the Nominating Committee.
- II. Result of the vote shall be reviewed for accuracy by the current President or other Guild Officer.
- III. Absentee voting for elections follows the process outlined in Section 3.5 with the exception that absentee votes are to be sent to the Nominating Committee at least 24 hours prior to the vote.

5.5 Installation of Officers

- I. Officers shall be installed during the January General Meeting for the term of one (1) year unless:
 - A. Specified otherwise in Section 5.3;
 - B. The Officer resigns;
 - C. The Officer is removed from their position; or
 - D. The Officer's membership has been revoked.

5.6 Removal of an Officer

- I. An Officer may be removed from their position for the following:
 - A. Engaging in actions that threaten the organization's status as a non-profit under the IRC;
 - B. Violating the Guild's bylaws;

- C. Failure and/or refusal to engage in an Executive Board transition;
and
 - D. Inability to complete their position's duties as required to maintain the good standing and health of the Guild.
- II. An Officer may be removed by a majority vote of Executive Board members present at an Executive Board meeting.

Article VI: Executive Board

6.1 Members

- I. The Executive Board shall be composed of the Guild's Officers.

6.2 Officer Positions

- I. The Officers of the Guild are as follows:
 - A. President;
 - B. Vice President;
 - C. Vice President-Elect;
 - D. Secretary;
 - E. Treasurer;
 - F. Fundraising Chair;
 - G. Social/Membership Chair;
 - H. Charity Chair; and
 - I. Technology/Social Media Chair.

6.3 Powers

- I. The Executive Board shall be responsible for managing the business and affairs of the Guild.

6.4 Quorum

- I. At all Executive Board meetings, fifty percent (50%) of the Board must be present to constitute a quorum for the transaction of business.

6.5 Voting

- I. A majority vote of the Executive Board present shall constitute an affirmative vote.

6.6 Electronic Meetings

- I. Executive Board meetings are permitted to be held electronically.

Article VII: Committees

7.1 Committees

- I. Committees are created to assist the Executive Board in carrying out activities and responsibility of the Guild.
- II. Committees can be suggested by any Members.
- III. The Executive Board shall be responsible for creating and dissolving committees.

7.2 Committee Membership

- I. Any Member of the Guild in good standing can belong to one or more Committees at any time.

7.3 Chairperson Appointment and Responsibilities

- I. Chairpersons shall be appointed by the Executive Board.
- II. Committee Chairpersons are responsible for the general supervision of the Committee and its membership.
- III. The Chairperson is responsible for the following:
 - A. Reporting to its respective Executive Board officer;
 - B. Providing the President monthly reports; and
 - C. Notifying the Executive Board of any concerns or issues.

7.4 Term

- I. The Executive Board shall determine the term of Committees and Chairpersons.

7.5 Resignation and Removal of Committee Chairpersons

- I. The Executive Board may remove a Chairperson who is no longer in good standing.
- II. In the event of removal, the Executive Board may appoint a replacement Chairperson.
- III. Chairpersons may resign by providing written notice to the Executive Board.

7.6 Meetings

- I. Each Committee may meet as needed and set its own rules for quorums and voting.

7.7 Financial Affairs

- I. Chairpersons shall provide the Treasurer updates as needed.
- II. Committees are not independent of the Guild and are required to submit financial and expenses reports to the Treasurer.

Article VIII: Execution of Documents

8.1 General

- I. The Executive Board shall be responsible for maintaining the good standing of the Guild in all matters regarding legal contracts and documents.

8.2 Contracts

- I. The Executive Board has the power to execute contracts on behalf of the Guild and to delegate such power to others on a case-by-case basis.

Article IX: Budget and Guild Funds

9.1 Guild Funds

- I. All funds delivered to the Guild will be deposited in the Guild's bank account.
- II. The Treasurer will oversee the Guild's bank account and shall deliver any check or other payment of monies on behalf of the Guild.
- III. A member of the Executive Board shall be designated as a substitute Treasurer.

9.2 Treasurer Review Committee

- I. A Treasurer report shall be given at the monthly General Meeting.

9.3 Budget Adoption

- I. The Executive Board shall approve a budget each year and will present the budget to the Guild at the January General Meeting.

9.4 Budget Requests

- I. If a Committee or Executive Board Member needs to request funding for an item not budgeted at the January meeting, they may submit a budget amended at the next Executive Board meeting.
- II. The Executive Board is responsible for approving or denying any funding request under \$200.
- III. If a funding request exceeds \$200, then it must be voted upon by a majority of Members at a General Meeting.
- IV. Requests exceeding \$200 must be distributed to Members via email and posted to the Guild's website no less than seven (7) days before the vote. Requests must indicate what the budget request is for and the date of the meeting in which voting will take place.
- V. Notwithstanding Sections 9.4(I-IV), programming approved as part of the Vice President's budget in January is not required to submit funding approval requests.

Article X: Amendment

10.1 Amendment to Bylaws

- I. Any Member may propose an amendment to these bylaws at any time.
- II. The proposed amendment must be electronically posted on the Guild's website no less than two weeks prior to a General Meeting.
- III. Voting shall occur during the first General Meeting available after a proposal has been posted.

Article XI: Dissolution

11.1 Dissolution

- I. In the event of dissolution, any money in the Guild's financial and banking accounts shall be donated to one or more non-profit organizations as voted and agreed upon by the Members.