

Mothertown Quilters BYLAWS

Approved by Membership vote on November 14, 2023 and effective as of that date unless otherwise stated in the By-laws.

ARTICLE I NAME

The name of this organization shall be the Mothertown Quilters, hereafter referred to as the "Guild".

ARTICLE II PURPOSE AND AIM

1. Based in Lancaster, Massachusetts, the purpose of the Guild shall be to encourage the appreciation and preservation of the art and the craft of quilt making for individuals and the community through education, participation, and fellowship.
2. To promote and encourage interest in the art of quilting through sharing of related information; to work together in harmony with mutual respect; and to continue the education of ourselves and the public in the art of quilting.
3. The Guild may maintain memberships in appropriate regional and national organizations related to quilting as determined by the Board of Directors.
4. The Guild is a [501\(c\)7](#) non-profit social/recreational club with receipts totalling less than \$50,000 annually.

ARTICLE III BOARD OF DIRECTORS

1. The Board of Directors of the Guild, hereafter referred to as the "Board", shall consist of:
 - a. The Executive Committee, composed of the President, Vice President, Secretary, Treasurer, and one Member-at-Large, is the voting body of the Board.
 - b. Chairpersons for two standing committees - Programs and Information. The chairpersons are non-voting members of the board
2. All members of the Executive Committee are elected to a two-year term.
 - a. The President, Vice President, and Member-at-Large may serve for up to two consecutive terms (4 years).
 - b. Treasurer and Secretary may serve for up to three consecutive terms (six years).
 - c. Individuals completing elected terms may remain on the board in another position.
 - d. An individual may serve in a position they have held in the past after one term has lapsed.

3. The Chairpersons for the two standing committees are appointed by the President with the approval of the Executive Committee for a term to be agreed upon by the President and the Chairperson.
 - a. Program Director
 - b. Information Director
4. Any other appointments, as deemed necessary by the Board, may be made by the President with Board approval.
 - a. Appointees may include Chairpersons for committees or other designated representatives of the organization.
 - b. Appointees are non-voting members of the board for the duration of their appointment unless they also hold an elected position as outlined in Article III, section 1.
5. Any position that is vacated prior to the end of an officer's term, shall be filled by appointment from the Executive Committee to serve the remainder of the unexpired term.
6. A Board member may be replaced by a majority vote of the Executive Committee for just cause.
7. The Board shall act within the limits of these Bylaws to carry out the Guild's purpose and policies.

ARTICLE IV DUTIES

1. The President provides purpose and direction to the Guild, sets the agenda for meetings, presides at meetings of the Guild and the Board of Directors, and delegates or carries out other responsibilities as needed. The President communicates with the membership between meetings through print and electronic means to inform them of plans and needs. The President will be responsible for coordination of the annual meeting.
2. The Vice President assists the President in the performance of the duties of the office and stands in for the President as necessary. The Vice President works with the President to identify and put forth committee chairs and members. The Vice President will stand in for the Secretary as necessary.
3. The Treasurer will receive and bank all Guild monies. The Treasurer keeps the financial records of the Guild according to standard bookkeeping practices and prepares the budget for the upcoming fiscal year. The Treasurer reports income and expenses to the Board monthly September through June and will be responsible for the Annual Financial report, to be presented to and approved by the membership at the annual meeting. The Treasurer will be responsible for collecting membership dues and maintaining member lists unless there is a designated membership chairperson with whom the treasurer will coordinate. The Treasurer also receives monies collected as a part of guild events and sales within 30 days of the event. The President is also a signatory on all financial accounts and backs up the Treasurer as necessary.
4. The Secretary will take the minutes of Board of Directors' meetings and distribute them to the Board. Additionally, the Secretary will take the minutes of Guild meetings and

distribute them to the membership. The Secretary will conduct correspondence needed upon the Guild's behalf and keep an archive of the meeting minutes. The secretary is backed up by the Vice President.

5. The Member-at-Large serves as the liaison between the general membership and the Board. The Member-at-Large supports other board members by taking on specific tasks that are mutually agreed upon by the Board, and by helping to bring new ideas or pressing issues to the board.
6. The Program Director(s) coordinates presentations and workshops for the Guild and assures that the membership is aware of upcoming programs.
 - a. The Program Director, or designee, serves as a liaison between the Guild and any speakers scheduled to present to the Guild.
 - b. The Program Director works closely with the Treasurer to receive and distribute funds related to presentations and workshops.
 - c. The Program Director works with the Board to establish a program budget and then works within those budgetary guidelines.
 - d. The Program Director or designee is responsible for promoting events with outside organizations in coordination with the Communications Committee.
7. The Information Director (ID) plans for and maintains the information and technology tools used by the Guild. Additionally, the ID coordinates and oversees the communications and information management for the Guild. The ID works with committee members to ensure that all Guild activities are posted to the website/blog and/or other current communication channels in a timely fashion. The ID works collaboratively with the web administrator to assure appropriate technology is in place to support desired services.

ARTICLE V MEMBERSHIP

1. There shall be two types of memberships: Member and Honorary.
2. Active members have paid the annual dues as determined by the Board and may include quilters as well as those interested in the Guild and its aims.
3. Honorary members shall be named with Board approval for a specified term or for a lifetime membership.
4. All Members and Honorary Members are eligible to vote at guild meetings. 5. The Board may set the membership capacity as best meets the needs of the Guild.

ARTICLE VI DUES

1. Active members shall pay an annual dues. Dues are set by the Board, and approved by the membership.
2. Honorary members shall be exempt from dues.
3. New members will be expected to pay dues in full through the February meeting. After February, guest fees shall apply until the new fiscal year.
4. Any non-member who attends a Guild meeting will pay a guest fee as set by the board.
5. Dues may be refunded in full upon written request to the Treasurer on or before the October meeting. Dues are non-refundable after the October meeting.
6. The Guild's Fiscal Year shall be from June 1 through May 31. Members whose dues remain unpaid after the December meeting shall be considered to have resigned.

ARTICLE VII MEETINGS

1. The Guild's Fiscal Year shall be from June 1 to May 31. The annual meeting is held in May.
2. The calendar for Guild meetings shall be planned for the program year and announced at or before the September meeting.
3. Meetings may be held virtually by Board decision.
4. Board of Directors' meetings shall be held during the year as needed. Business between meetings may be conducted electronically as needed.
5. Special meetings may be called by the Board as deemed necessary.
 - a. Special meetings can be called by any member of the Executive Committee.
 - b. All members of the board must be notified a minimum of 48 hours in advance of the meeting.
 - c. A quorum of 50% must attend for the special meeting to take action on any topics.
6. Twenty-five percent of the membership shall constitute a quorum at any Guild meeting. Without a 25% quorum, voting may be conducted electronically within the subsequent two weeks.
7. Fifty percent of Board membership shall constitute a quorum for the Board of Directors meetings.

ARTICLE VIII NOMINATING COMMITTEE/ELECTIONS

1. The Nominating Committee shall consist of one past-President, one Board member, and one current member from the general membership of the Guild (or two current members if no past-President).
2. The Nominating Committee shall nominate candidates to serve a two (2) year term as follows:
 - a. Odd years
 - i. Secretary
 - ii. Treasurer
 - iii. Member-at-Large
 - b. Even years
 - i. President
 - ii. Vice President
3. All nominations shall be presented to the Guild by a representative of the Nominating committee at the April general meeting.
4. The slate of officers shall be distributed by the Secretary to the entirety of the membership to arrive no later than 10 days prior to the May meeting. The slate can be delivered electronically or by post at the Secretary's discretion.
5. Nominations are voted on at the annual meeting in May by the members present at the meeting. Officers are elected by a majority vote of members present. Members will be provided with an opportunity to nominate from the floor prior to the vote.
6. If the meeting cannot be held in person then the voting will be conducted electronically through email, survey or similar means. Officers are elected by a majority vote of members responding electronically.
7. Outgoing officers and committee chairpersons shall turn over records and data of the Guild pertinent to the office to their successor between the May general meeting and the June general Meeting.
8. Incoming officers will assume their duties in June.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order Revised" shall govern the proceedings of this Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

These by-laws may be altered, amended or repealed, and new by-laws adopted at any business meeting of the Guild by a majority vote of the members present provided that such proposed amendments have been published in writing at two monthly meetings and are voted on at the presentation during the second meeting.

In the event of a decision to dissolve the Guild, the net assets of the organization shall be distributed to a 501(c) (3) organization whose purposes are similar to this Guild. No funds

shall revert to the benefit of any individual member.

ARTICLE X AMENDMENTS

These by-laws may be altered or amended at any business meeting of the Guild by a majority vote of the members present provided that such proposed amendments have been published in writing, and presented at two monthly meetings. The amendments are voted on at the presentation during the second meeting.

ARTICLE XI DECISION TO DISSOLVE

The dissolution of the Guild may be authorized at a meeting of the membership upon the adoption of a resolution to dissolve by a majority vote of members in good standing.

ARTICLE XII PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS

Upon dissolution, all liabilities and obligations of the Guild shall be paid, satisfied and discharged, or adequate provisions shall be made therefore. Any remaining assets shall be liquidated and/or distributed to a non-profit organization or fund that is organized and operated exclusively for charitable or educational purposes. 501(c)(3) status is not required for the non-profit or fund to be a recipient. The specific organizations and/or funds shall be recommended by the Board and approved on a majority vote of the members in good standing at the time of dissolution.

ARTICLE XIII STANDING RULES

1. A separate document will be maintained by the Board which specifies the standing rules and common practices used by the Board and its designated representatives.
2. These rules and practices may be altered or amended at any Board meeting where a quorum is present. A two-thirds vote of the Board members present shall be required if the amendment is suggested during the meeting, without previous notification by email or agenda listing to all Board members. A simple majority vote of the Board members present shall be required with advance notice of the vote.