

## **Proposed Amendments to Arapahoe County Quilters Bylaws - 9/9/2021**

### **Article II**

#### **currently reads:**

The purpose of Arapahoe County Quilters, Inc. is to be a group of individuals who already like to quilt or would like to start, who want to grow and learn more about quilting, and who want to enjoy the fellowship and friendship of other quilters. This group is not exclusive to the makers of quilts, but includes all who find interest and worth in the collection and preservation of our fiber arts and heritage.

#### **amended to:**

The purpose of Arapahoe County Quilters, Inc., the Guild, is to expand the art of quilting through providing educational opportunities to grow and learn about quilting, to share the talent of quilting through charitable activities, and to gather to enjoy the fellowship and friendship of other quilters. This group is not exclusive to the makers of quilts, but includes all who find interest and worth in the collection and preservation of our fiber arts and heritage.

### **Article III, Section 2**

#### **currently reads:**

The membership year is from January 1 through December 31.

#### **amended to:**

The membership term is 12 full calendar months as determined by the Board of Directors.

### **Article III, Section 3**

#### **currently reads:**

The member will not sell or give away the membership roster. No member will use the roster as a mailing list or for any other purpose to solicit, etc. from the membership. Violation of this section may result in membership being cancelled. Exceptions will be made at the discretion of the Board of Directors.

#### **amended to:**

The member will not sell or give away the membership roster. No member will use the roster as a mailing list or for any personal, commercial or other use except for official business of the Guild. Violation of this section may result in cancellation of the offender's membership. Determination of whether a violation of this section has occurred will rest with the Board of Directors by a 2/3 vote of the entire Board and is final.

### **Article IV, Section 3**

#### **currently reads:**

Annual dues shall be payable in advance or at the January meeting of each year. A member will be dropped from membership if dues are not paid by March 1.

**amended to:**

Annual renewal dues shall be payable no later than 1 month after the end of the current membership period. A member will be dropped from the membership roster if dues are not paid by this time.

**Article VI, Section 1**

**currently reads:**

The officers are the President, Vice President, Past President, two Vice Presidents-Programs, two Vice Presidents-Membership, Treasurer, Secretary and Director of Communications and Marketing.

**amended to:**

The officers are the President, Vice President, Past President, Treasurer, Secretary, two Vice Presidents-Programs, two Vice Presidents-Membership, Vice President- Communications and Marketing, and Vice President - Charitable Activities. All officers must be members.

**Article VI, Section 2**

**currently reads:**

No member shall be elected to more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. Exceptions may be made at the discretion of the Board of Directors, but only if extenuating circumstances exist, such as a lack of candidate for an office. The term for each office shall be as follows:

- o President: may serve two one-year terms (must be elected for each one-year term.)
- o Vice President: may serve two one-year terms (must be elected for each one-year term.)
- o Past-President: will serve in this position the year following term as president, will continue in this position until there is a new Past President.
- o Vice Presidents-Programs (two-person position): one two-year term with one person being elected on alternating years. Person cannot serve consecutive terms in this office.
- o Vice Presidents- Membership (two-person position): one two-year term with one person being elected on alternating years. Person cannot serve consecutive terms in this office.
- o Treasurer: may serve two one-year terms (must be elected for each one-year term.)
- o Secretary: may serve two one-year terms (must be elected for each one-year term.)
- o Director of Communications and Marketing: may serve two one-year terms (must be elected for each one-year term.)

All terms shall start on January 1.

**amended to:**

No member shall be elected to more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. Exceptions may be made at the discretion of the Board of Directors, but only if extenuating circumstances exist, such as a lack of candidate for an office.

In order to establish appropriate internal controls, any potential conflict of interest, (including relationships, business interests, etc.) shall be disclosed prior to election for members elected to positions responsible for the financial aspects of the guild (ex. offices of President, Treasurer and VP-Programs). A conflicted board member may be required to exclude themselves from any situation or decision that would prevent them from being impartial or from appearing to be impartial, but may still serve on the board.

The term for each office shall be as follows:

- President: may serve two one-year terms (must be elected for each one-year term).
- Vice President: may serve two one-year terms (must be elected for each one-year term).
- Past-President: will serve in this position the year following term as president, will continue in this position until there is a new Past President.
- Treasurer: may serve two one-year terms (must be elected for each one-year term).
- Secretary: may serve two one-year terms (must be elected for each one-year term).
- Vice Presidents-Programs (two-person position): one two-year term with one person being elected on alternating years. Person cannot serve consecutive terms in this office.
- Vice Presidents- Membership (two-person position): one two-year term with one person being elected on alternating years. Person cannot serve consecutive terms in this office.
- Vice President - Communications and Marketing: may serve two one-year terms (must be elected for each one-year term).
- Vice President - Charitable Activities: may serve two one-year terms (must be elected for each one-year term).

All terms shall start on January 1.

#### **Article VI, Section 4**

##### **currently reads:**

Duties of the Officers

The President shall:

1. Preside at all meetings: general membership and Board of Directors.
2. Be an ex-officio member of all committees except Nominating Committee.
3. Be the primary representative of this guild for all outside groups.
4. Oversee Arapahoe County Quilters, Inc.'s participation for community affairs.
5. Appoint or approve all non-elected positions.
6. Sign all contracts.
7. Sign checks in the absence of the Treasurer.
8. Appoint officers to oversee committees as needed.

9. Train successor during the time between the Election of Officers and the installation of the new officers. Transfer records of office by January 1 of new year.
10. Ensure that the mail is checked monthly.
11. Perform such other duties as may be required or directed by the Board of Directors.
12. Verify that all State and Federal tax licenses and certifications are up to date.

The Vice President Shall:

1. Preside in the absence or at the request of the President.
2. In the event the President is unable to fulfill this obligation the Vice President shall fill the remainder of the President's term.
3. Be responsible for the setup of monthly general membership meeting.
4. Solicit and distribute door prizes.
5. Welcome new members in writing.
6. Oversee fundraising events.
7. Assist other officers and committee chairs with their responsibilities as needed.
8. Train successor during the time between the Election of Officers and the installation of the new officers. Transfer records of office by January 1 of new year.
9. Perform such other duties as may be required or directed by the Board of Directors.

The Past-President shall:

1. Serve as the authority for interpretation of the bylaws at all the Board of Directors meetings.
2. Review the bylaws yearly with the Board of Directors.
3. Serve as an advisor on the nominating committee.
4. Conduct the installation of elected officers for next term.
5. Attend all monthly board meetings.

The Vice Presidents-Programs shall:

1. This office shall be jointly held by two persons, either one of whom may fulfill the duties of the office.
2. Establish a yearly calendar which may include: speakers, workshops, demo nights, silent auctions, potlucks, and other meeting events.
3. Arrange, promote and oversee workshops, with assistance from other members as necessary.
4. Coordinate with speakers for the general meetings and their associated contracts. Obtain required signatures and distribute signed copies of said contracts to the president, the treasurer (keeping original in Program book), and post an electronic copy accessible to the board.
5. Write thank you notes to program speakers.
6. Train successor during the time between the Election of Officers and the installation of the new officers. Transfer records of office by January 1 of new year.
7. Perform such other duties as may be required or directed by the Board of Directors.

The Vice Presidents-Membership shall:

1. The office shall be jointly held by two persons, either of whom may fulfill the duties of the office.

2. Keep an accurate record of all paid members (name, address, email and telephone number) and compile membership roster.
3. Prepare a separate Individual Member Roster and Business Member Roster that will be published by the April Meeting. Each are downloadable and are in a printable format. Roster changes will be updated monthly.
4. Distribute information packets to new members. Forward new member contact information to Communications committee and Vice President each month.
5. Maintain monthly count of attending members and guests.
6. Keep record of funds received at the meetings and through the mail. Deposit all funds received into guild's bank account with guild's authorized financial institution.
7. Train successor during the time between the Election of Officers and the installation of the new officers. Transfer records of office by January 1 of new year.
8. Contact and arrange interested business members to feature their business at one general membership meeting per year and coordinate date with President and Vice President.
9. Perform such other duties as may be required or directed by the Board of Directors.

The Treasurer shall:

1. Collect and record all guild related finances.
2. Make disbursement of funds as authorized by the Board of Directors. No disbursement shall be honored without valid receipt and written committee chair approval. Non-budgeted expenditures or expenditures that exceed budgeted amounts must be pre-authorized by the Board of Directors or receipt may not be honored or paid.
3. Develop annual budget in cooperation with the Board of Directors before the November meeting of the Board of Directors.
4. Prepare an annual financial statement. Accounts shall be reviewed by a person approved by the Board of Directors. The financial statement shall be completed by the February meeting of the Board of Directors or upon the request of the Board of Directors.
5. Maintain records of group sponsored sales.
6. Present treasurer's report in monthly newsletter or at the general membership meetings and at all Board of Directors meetings.
7. File the annual State of Colorado compliance form by March 31st of each year.
8. Train successor during the time between the Election of Officers and the installation of the new officers. Transfer records of office by January 1 of new year.
9. File Quarterly Report for raffle account to the State of Colorado.
10. Perform such other duties as may be required or directed by the Board of Directors.

The Secretary shall:

1. Record and post minutes for all general membership meetings.
2. Record and post minutes for all Board of Directors meetings.
3. Make minutes available to any/all interested members upon request.
4. Train successor during the time between the Election of Officers and the installation of the new officers. Transfer records of office by January 1 of new year.
5. Keep current record of by-laws and standing rules.

6. Perform such other duties as may be required or directed by the Board of Directors.

The Director of Communications and Marketing shall:

1. Provide leadership to the following committees to develop consistent messaging to guild members and potential members: website, newsletter and social media.
2. Develop and execute marketing plan for guild meetings, workshops and events for guild members and, as appropriate, for the quilting community outside ACQ. Work with officers and committees to collect accurate details.
3. Work with graphic artists and photographers to develop art for messaging.
4. Maintain passwords and assign administrative privileges as needed for communication entities including, but not limited to, website, newsletter delivery and social media accounts.
5. Ensure the guild is following best practices for email marketing.
6. Ensure that direct messages from the website and social media are answered or forwarded to the appropriate officer or committee.
7. Train successor during the time between the Election of Officers and the installation of the new officers. Transfer records of office by January 1 of new year.
8. Perform such other duties as may be required or directed by the Board of Directors.

**amended to:**

Duties of the Officers are outlined in the Standing Rules.

**Article VI, Section 5**

**currently reads:**

All officers shall be members of the Board of Directors. Regular monthly meetings of the Board of Directors shall be held during the year. The schedule shall be fixed by the Board at the January Board of Directors meeting of each year. Additional sessions of the Board of Directors may be called whenever deemed necessary by the President or any Board member. A joint meeting between the outgoing elected officers and the newly-elected officers shall be held prior to the January general membership meeting. A quorum of five (5) members of the Board of Directors shall be required to hold and conduct a Board of Directors' meeting. Board of Directors meetings shall be open to all members.

**amended to:**

All officers shall be members of the Board of Directors. Regular monthly meetings of the Board of Directors shall be held during the year. The schedule shall be fixed by the Board at the January Board of Directors meeting of each year. Additional sessions of the Board of Directors may be called whenever deemed necessary by the President or any Board member. A joint meeting, Annual Planning Meeting, between the outgoing elected officers and the newly-elected Officers shall be held prior to the January general membership meeting. A quorum of six (6) members of the Board of Directors shall be required to hold and conduct a Board of Directors' meeting. Board of Directors meetings shall be open to all members.

**Article VII, Section 8**

**currently reads:**

Newly elected officers assume duties at the January general membership meeting.

**amended to:**

**DELETED**

**Article IX, Section 4**

**currently reads:**

All committees shall keep minutes of every additional meeting along with written records of activities and expenditures. Such minutes and reports shall be presented to the President at board meetings. A final report shall be presented to the Board of Directors upon completion of the committee's activities. Such reports shall be passed on to future committees as needed.

**amended to:**

All committees shall keep minutes of every committee meeting along with written records of activities and expenditures. Such minutes and reports shall be presented to the Secretary at board meetings. A final report shall be presented to the Board of Directors upon completion of the committee's activities. Such reports shall be made part of the Guilds permanent record as determined by the Board of Directors.