

**BYLAWS OF
ARAPAHOE COUNTY QUILTERS, INC.**

Article I: Name

The name of this organization shall be the Arapahoe County Quilters, Inc. *Said corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future tax code).

Article II: Purpose

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.

Article III: Membership

Section 1: A member is anyone who is interested in quilts and who has paid current dues.

Section 2: The membership year is from January 1 through December 31.

Section 3: 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.

Section 4: All visitors are welcome. A fee per visitor for speaker meetings is required.

Article IV: Dues

Section 1: The amount of the Dues will be submitted by the Board of Directors to the general membership for a vote. Any needed increase to the Dues will be recommended by the Board of Directors, printed in the newsletter and voted on by the general membership.

Section 2: Payment of dues entitles members, including both individual members and business members, to attend monthly meetings, to vote on issues brought before the membership at large, to serve on committees, to hold office, to attend workshops, and to receive the roster and monthly newsletter. Any member who chooses to serve as an elected officer or committee member does so voluntarily and without compensation. A non-member may attend a workshop for an additional fee.

Section 3: 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.

Section 4: Dues are not refundable or pro-rated.

Article V: Articles of Amendment to the Articles of Incorporation

Section 1: *No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3).

Section 2: *No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3: *Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

Article VI: Officers

Section 1: 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.

Section 2: 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:

- 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.
- 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.
- 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.)
- 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.

Section 3: A vacancy in the office of President shall be filled by the Vice President. A vacancy in any other office will be filled for the remainder of that term by a vote of the remaining members of the Board of Directors.

Section 4: 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.

- Section 5: 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.
- Section 6: The Board of Directors shall transact necessary business in the intervals between the general membership meetings.
- Section 7: Removal of any officer may be for cause or when the best interest of Arapahoe County Quilters, Inc. will be served. Elected officers may be removed from office by a recall vote of the general membership by a simple majority of those present after notice is given. Removal of an officer from an elected office shall also constitute removal of such officer from the Board of Directors.
- Section 8: Any elected officer who wishes to resign may do so in writing to the Board of Directors. All records must be transferred to the Board of Directors within ten (10) days of resignation or by the next general membership meeting, whichever comes first.

Article VII: Nominations and Elections

- Section 1: The Nominating Committee Chairman shall be appointed by the president by the April board meeting.
- Section 2: The Nominating Chairman shall submit the slate of nominees to the membership at large at the August meeting. The list of nominees shall be published in the September newsletter.
- Section 3: Additional nominations for officers may be made from the floor at the September meeting. The written consent of the nominee shall be presented to the Secretary prior to the nomination.
- Section 4: The election of officers shall be as follows: If only one name is in nomination for each office, a vote of the entire slate will be taken at the September general membership meeting. If more than one name is in nomination for any office, the vote will be taken by written ballot for each such office at the September general membership meeting.
- Section 5: There shall be no proxy votes or absentee ballots.
- Section 6: Installation of officers shall take place during the December general membership meeting. The installation ceremony shall be determined and conducted by the Past President.
- Section 7: Newly elected officers will attend Monthly Board meetings beginning in September, and familiarize themselves with the By-Laws and Standing Rules.
- Section 8: Newly elected officers assume duties at the January general membership meeting.

Article VIII: Meetings

Section 1: The general membership meeting shall be held the second Thursday evening of every month unless otherwise published in the newsletter. The time and place of the monthly meetings may change at the discretion of the Board of Directors, providing that the time and place is published in the newsletter prior to the meeting.

Section 2: For the conduct of business at the general membership meeting, a simple majority of those present shall constitute a quorum.

Article IX: Committees

Section 1: Only the President or the Board of Directors shall have the authority to appoint a committee or a committee chairperson. Only the Board of Directors shall have the authority to disband a committee.

Section 2: Only members shall serve on committees.

Section 3: Committee chairpersons shall attend Board of Directors meetings to advise and participate in discussion or provide a written report to the President and Secretary prior to the board meeting. Only Officers of the Board of Directors may vote on issues before the Board.

Section 4: 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.

Section 5: All committees shall perform their tasks within their designated budgets. Any unbudgeted expenditure must be approved by the Board of Directors to receive payment.

Article X: Official Emblem

The official emblem of the Arapahoe County Quilters, Inc. may not be used without the written approval of the Board of Directors.

Article XI: Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern Arapahoe County Quilters, Inc. in all cases not specified in the Bylaws. In the event of conflict between Robert's Rules and the Bylaws, these Bylaws shall prevail.

Article XII: Amendment of Bylaws

Section 1: Amendments may be proposed by any member in writing to the Board of Directors. It shall be the judgment of the Board of Directors to place the amendment before the

membership-at-large. Amendments to be brought before the membership-at-large during the general membership meeting shall be published in the newsletter prior to the meeting.

Section 2: Following the publication of the proposed amendment in the newsletter, the assembled membership at a general membership meeting shall vote on the proposed amendment by show of hands. A majority vote shall prevail.

Article XIII: Dissolution

*Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the federal, state or local government for public purpose.

*These amended Articles of Incorporation are dictated by the federal government and may not be amended by the board or membership.

Revised 04/2001
Amended 10/11/2001
Amended 4/11/2002
Revised 7/19/2004
Revised 7/2005
Revised 6/14/2007
Revised 8/9/2012
Revised 9/10/2015
Revised 10/13/2016
Revised 02/22/2018
Revised 10/10/2019