

**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., 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: Membership

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

Section 2: The membership term is 12 full calendar months as determined by the Board of Directors.

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 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.

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 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.

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, 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.

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.

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.

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 are outlined in the Standing Rules.

Section 5:

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.

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.

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. Election is determined by a majority vote of members present 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.

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 governing Board member 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 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.

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

Revised XX/XX/2021