

# Brunswick Quilters Guild By-Laws

---

## Article I. Name

This group shall be known as Brunswick Quilters Guild, herein referred to as the Guild.

## Article II. Nonprofit Organization

Brunswick Quilters Guild is a nonprofit IRC 501(c)(3) organization. No part of the Guild's income shall benefit any member or officer of the Guild but shall be used exclusively for the purposes of the organization. Reimbursements for approved expenditures are permitted.

## Article III. Purpose

It shall be the purpose and goal of the Guild to promote and perpetuate the art of quilting. The work of the Guild is designed to benefit and educate people interested in preserving, continuing, and advancing this art while providing service to the community. The Guild shall encourage a high standard of design and technique in all forms of quilting.

## Article IV. Headquarters

The Headquarters shall be in Brunswick County, North Carolina.

## Article V. Membership

### Section 1.

A person is eligible to become a member of the Guild in good standing upon payment of the required membership dues and completion of a membership form.

### Section 2.

Members: All members are responsible for keeping informed of the Guild's activities. Information is provided through business meetings as well as through printed and electronic means. Members are also responsible for providing updates in their contact information to the Membership Chairperson.

### Section 3.

Members in good standing are eligible to vote on the business matters of the Guild.

## Article VI. Meetings

### Section 1.

The Board of Directors shall hold a monthly board meeting except when circumstances deem otherwise, and it has been agreed upon by the majority of the Board members. Special meetings may also be held.

The Guild shall hold monthly membership meetings except when circumstances deem otherwise, and a cancellation has been agreed upon by the majority of the Board. Guild members will be informed of any meeting or cancellation as well as location, date, and time.

The Business Meeting will be presided over by the President of the Guild and include a reporting of prior and new activities of the Guild by the Board Officers and Committee Chairpersons.

### Section 2.

A quorum for the transaction of business shall be the eligible majority of those present. To conduct business at any business meeting, a simple majority of those present and voting shall be necessary to carry any motion.

### Section 3.

A majority of members of any committee shall constitute a quorum at any meeting of said group.

## Article VII. Board of Directors

### Section 1.

Final Version approved by members, September 12, 2023

The Guild shall have a governing Board of Directors herein known as the Board. This Board will disseminate information, develop a yearly budget, oversee the finances of the Guild, and provide training/education to Guild members. The Board shall also make decisions to ensure the mission and goals of the Guild are being met.

## Section 2.

The Board shall consist of Officers. The Officers of the Guild shall be President, Vice President, Secretary, Treasurer, Program Coordinator, Education Director, Outreach Coordinator, and Membership Chairperson. The Board may also assign a Member at Large as a non-voting member to serve as a liaison between the membership, Committees and Board.

An Officer may have an appointed co-Officer but only one vote on actions taken by the Board.

Any person who is a member in good standing is eligible to become an Officer.

The duties of the officers are described in a separate document. This "Duties of the Officers" document is subject to the review of the board and will be voted on either virtually or in-person by the general membership.

# Article VIII, Elections and Nominating Committee

## Section 1.

The President shall appoint a Nominating Committee no later than the September business meeting. The slate of proposed officers shall be recommended to the Guild members by the October business meeting. Nominations from the floor may be accepted after the slate of officers has been submitted if agreed to by the nominees.

## Section 2.

The Guild shall hold elections of officers at the November business meeting. Approval shall be by majority vote of those eligible members in attendance at the meeting. The term of office shall be one year to begin January 1 following the election.

## Section 3.

No office may be held by a person for longer than two consecutive years.

## Section 4.

Should a vacancy occur in any office, the Board, by majority vote, shall appoint someone to fill the unexpired term.

## Article IX, Committees

### Section 1.

The Board may, by the resolution of the majority of the officers, designate one or more Committees, each led by a Committee Chairperson or Chairpersons.

### Section 2.

Committee Chairpersons shall attend Board meetings as non-voting participants and/or provide written reports when unable to attend. The Committee Chairperson(s) will guide the Committee in carrying out the plans established by each Committee.

## Article X, Finances and Dues

### Section 1.

The fiscal year for the Guild shall begin January 1 and shall end on December 31.

### Section 2.

Members of the Guild shall pay yearly dues in an amount determined annually by the Board. Dues are payable January 1<sup>st</sup> to assure continuous membership and receive Guild information. For the first year of membership, dues may be prorated depending on the date the new member has joined the guild. There may also be a partial membership fee for those members or groups of members voted on by the majority of the Board.

## Article XI, Dissolution

### Section 1.

If for any reason it becomes impossible to maintain and/or operate Brunswick Quilters Guild and it becomes necessary to dissolve the organization all decisions concerning dissolution shall become the responsibility of the Board of Directors of the Brunswick Quilters Guild. These decisions shall comply with IRC 501(c)3 guidelines.

## Section 2.

At the time of dissolution, any assets remaining shall be applied to and distributed first to the final payment and discharge of any liability or obligations of the Guild. Any remaining assets shall be used for charity/charities in Brunswick County acting in a non-profit manner, to satisfy the IRS requirements and whose guidelines meet the purpose of Brunswick Quilters Guild, and as agreed upon by a membership vote.

## Article XII, Amendments

### Section 1.

A proposed amendment must be distributed to the membership 60 days prior to consideration at the business meeting.

### Section 2.

These Bylaws, as recommended by the Board, may be amended at any business meeting of the Guild by a majority vote of the membership present.

### Section 3.

Approved Bylaws and/or subsequent changes shall be in effect from the date of adoption, unless otherwise specified.

## CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Brunswick Quilters Guild were approved by the Board of Directors and the members of the Guild and constitute a complete copy of the Bylaws.

Secretary: Anne Thimm, Final Version

Date: September 12, 2023