

**BYLAWS
OF
QUILTING GUILD OF THE VILLAGES, INC.
AUGUST 2014**

ARTICLE I: NAME

The name of this organization shall be Quilting Guild of the Villages, Inc., hereinafter referred to as the Guild.

ARTICLE II: GOVERNMENT

These Bylaws shall govern this organization in accordance with the Internal Revenue Service rules for 501(c)(4) nonprofit organizations and the facility requirements of the Recreation Department of The Villages and be enforced by the Executive Board of The Quilting Guild of the Villages, Inc.

ARTICLE III: PURPOSE

The purpose of this organization shall be to promote an interest in and appreciation of the art of quilting, share quilting information, provide education for members and be of service to our community.

ARTICLE IV: MEMBERSHIP/DUES

Section 1. Membership

- A. Membership in the Guild shall be open to all residents of The Villages, property owners and renters, upon completion of the membership form and payment of dues to both a chapter and the Guild.
- B. Members may belong to only one chapter of the Guild.
- C. Individual chapters may establish membership guidelines providing they conform to Guild Bylaws.
- D. Members may be paid for teaching a class in their chapters or for the Guild. The instructors must conform to copyright laws.

Section 2. Dues

- A. Changes in the amount of annual Guild dues shall be proposed by the Executive Board, and voted on at the following Executive Board, requiring a two-thirds majority.

- B. Annual membership dues shall be paid prior to March 15 for the membership year beginning April 1 and ending March 31 of the following year.
- C. Members moving from one chapter to another during the year will be responsible for paying dues to the new chapter, minus the annual Guild dues.
- D. Each chapter shall determine the amount of its dues.
- E. Members 80 years of age and above, with ten years of Guild membership, are exempt from Guild dues.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- A. The Nominating Committee will be formed in August.
- B. The nominating committee will consist of one member from each chapter, plus an Executive Board member who will act as chairperson. Members of the nominating committee are not eligible for nomination.
- C. Nominees must have been members of the Guild for at least one year prior to nomination.
- D. The nominating committee will submit a proposed slate of officers to the membership at the October Guild meeting and nominations will also be accepted from the floor.

Section 2. Elections

- A. Voting will be by written ballot if there is more than one candidate for office. Ballots will be accepted at the November Guild meeting from members only. If there is only one candidate for office, voting will be at the November Guild meeting by a show of hands.
- B. New officers will be invited to attend all subsequent Executive Board meetings. New officers will be installed at the December meeting and will assume duties January 1 of the following year.

ARTICLE VI: OFFICERS

Section 1. Elected Officers

- A. The officers of the Guild shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. They shall each hold office for a term of two (2) years. Elections shall be held for President, Second Vice President, and Treasurer in the odd-numbered years and elections for Second Vice President and Secretary in the even-numbered years. (See duties for explanation)
- B. Vacancies in an office of the Guild, other than the President who will be replaced by the First Vice President, shall be filled at the recommendation of the Executive Board subject to approval of a majority of the membership at a Guild meeting. Officers so identified will complete the term of the vacancy.
- C. Officers of the Guild may not be officers of their respective chapters
- D. Any elected Guild officer may be removed for nonperformance of duties, nonattendance, dereliction of duties or criminal offenses by a two-thirds vote of the Executive Board.
- E. No more than two people from any one chapter may hold an office in the Guild.
- F. No officer shall be eligible to serve for more than two consecutive terms in the same office.

Section 2. Duties

A. President

1. Presides at all general membership and board meetings.
2. Serves as an ex-officio member of all committees except the Nominating Committee.
3. Appoints committee chairpersons as the need arises.
4. Acts as a liaison between the Guild and The Villages Recreation Department
5. Reviews all bills and co-signs any checks that exceed \$500.00.
6. Has the responsibility for the start-up of all new chapters in accordance with the rules of the Recreation Department of The Villages, Florida.
7. Signs any and all contracts entered into on behalf of the Guild along with the event chairperson.
8. Remains ex-officio on the Executive Board for six months.
9. Files a copy of the revised Bylaws with the Florida Department of State, Division of Corporations, (Sunbiz.org).
10. Performs other duties as required.

B. First and Second Vice President

1. The Vice Presidents shall have overlapping two-year terms. The first year of the term, the newly-elected (Second) Vice President will plan and contract programs for the following year. During the second year, that person serves as First Vice President and will execute the programs for the current year and co-ordinate the in-house classes.
2. First Vice President acts as aide to the President and performs the duties of the President in her/his absence or resignation.

C. Secretary

1. Records minutes of all Guild and Executive Board meetings.
2. Conducts all Guild correspondence as directed by the President.
3. Submits Executive Board minutes to Board members by email for approval.
4. Publishes a copy of the Guild and Executive Board minutes on the Guild website.

D. Treasurer

1. Is responsible for collecting, distributing and accounting for all funds of the Guild.
2. Presents monthly financial statements to the Executive Board to be shared by the Chapter Presidents and made available to chapter members.
3. Calls an annual budget meeting and presents the proposed budget to the March Executive Board Meeting for approval.
4. Compiles a yearly list of chapter and Guild donations for the IRS tax accountant.
5. Submits the books for a yearly audit.
6. Provides financial information to the accountant for IRS filing for the fiscal year January 1 to December 31.
7. Is responsible for updating the officers' information and paying the annual fee to the Florida Department of State, Division of Corporations, (Sunbiz.org).

Section 3. Executive Board

- A. The Executive Board shall consist of the elected Guild officers and two representatives from each Guild chapter, one being the chapter president and the other a member-at-large. Each Executive Board member has one vote on issues requiring a vote. Substitute chapter representatives may attend and vote in place of representatives unable to attend an Executive Board meeting.
- B. The Guild President shall call meetings of the Executive Board each month. Additional meetings may be called by the Guild President.
- C. The chapter representatives shall report to their chapter the actions of the Executive Board.

- D. A quorum for Executive Board meetings shall consist of a majority of all Executive Board members.
- E. Executive Board members shall receive no compensation.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees

- A. All standing committees serve at the discretion of the Executive Board and report to the Executive Board at least annually. Chairpersons are selected by the Executive Board from among volunteers.
- B. *Membership*—consists of a Membership Chair and representatives from each chapter. Membership provides membership cards, maintains a current membership list and compiles membership directory to include name, street address, zip code, telephone, e-mail, and year member joined the Guild. This information will be provided by the chapter membership person/committee. Full Guild membership rosters will be emailed to Guild Officers, chapter presidents, and members-at-large and may be shared with chapter members. The use of this information for marketing purposes will result in immediate removal of the offender from the Guild.
- C. *Quilt Show*—coordinates and plans the quilt show held in the odd-numbered years, and will be led by a steering committee composed of members from multiple chapters with a chairperson/s reporting to the Executive Board. The Quilt Show Steering Committee will present an estimated budget to the Budget Committee. Each chapter must participate in the Quilt Show by performing duties as assigned by the Quilt Show Steering Committee.
- D. *Vendor Show*—coordinates and plans the vendor show held in the even-numbered years and will be led by a chairperson/s, reporting to the Executive Board. The chairperson/s will present an estimated budget to the Budget Committee. Chapter participation in the Vendor Show is expected.
- E. *Publicity*—acts as an advisory board giving Guild members direction for submitting up-coming events or happenings to the media.
- F. *Historian*—keeps the Guild scrapbook of all news clippings pertaining to the Guild and its members as well as other items of interest to the Guild.
- G. *Program*—coordinates, organizes and implements programs for the Guild. The committee will consist of representatives from each chapter and is presided over by the Vice Presidents. The Program committee shall present

an estimated yearly budget to the budget committee.

- H. *Website*—maintains the Guild website, www.QGOTV.org at the direction of the Executive Board.
- I. *Long Range Planning*—shall be responsible for exploring and addressing present and future needs of the Guild. The chairperson will report to the Executive Board.

Section 2. Special Committees

- A. *Audit*—shall consist of two Guild members, appointed by the President, to correlate receipts and disbursements of the Guild immediately after calendar year-end and report to the membership at the February meeting; the audit team provides a written confirmation of the audit to be added to the Treasurer’s books.
- B. *Budget*—meets annually in early March to prepare a budget for the Guild. This committee consists of Treasurer, President, Vice Presidents, all chapter Treasurers, Quilt Show representative, Vendor Show representative, and a representative from all other committees that require funding. The Treasurer shall present a proposed one-year budget for the projected expenses, based on the cash on hand, to the March Executive Board for approval.

ARTICLE VIII. MEETINGS

Section 1. Guild Meetings

- A. The regular meeting of the Guild shall be the first Tuesday of each month.
- B. A voting quorum for Guild meetings shall consist of no less than 10% of the membership present at the time of the vote.
- C. The regular meeting in November shall be known as the Annual Meeting and shall be for the purpose of electing officers and any other business that may arise.
- D. The President shall be notified in writing of any person wanting to speak at a Guild meeting prior to the meeting so as not to interrupt the planned program.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Business meetings shall be conducted under Robert’s Rules of Order Newly Revised. 2004

ARTICLE X. AMENDING THE BYLAWS

Section 1. Instructions

- A. Proposed amendments to the Guild Bylaws must be submitted in writing to the Executive Board for consideration.
- B. Proposed amendments shall be presented to the chapters for review and at the monthly Guild meeting.
- C. Amendments to the Guild Bylaws shall be presented at the following Guild meeting and, providing there is a quorum, require a vote of approval by two-thirds of the members present.

ARTICLE XI. DISSOLUTION OF THE QUILTING GUILD OF THE VILLAGES

In the event of a decision to dissolve the Quilting Guild of The Villages, Inc., all liabilities shall be paid, satisfied and discharged, or adequate provisions made. All remaining funds of the organization shall be distributed to a nonprofit organization whose purpose is similar to this guild as determined by the majority of the remaining members. No funds shall revert to the benefit of any individual member or chapter.

Approved January 2004

Revised April 2006

Revised March 2008

Revised October 2008

Revised August 2011

Revised August 2014