

## **TOWPATH QUILT GUILD, INC., BYLAWS**

The purpose of the Towpath Quilt Guild, Inc., is to promote awareness and stimulate interest in quilting, as well as provide educational opportunities in the art of quilting.

### **Article I – Membership**

**Section 1 – Eligibility for Membership:** Application for voting membership shall be open to any person that supports the purpose of Towpath Quilt Guild, Inc.

Membership is granted after completion and receipt of a signed membership application and payment of dues.

**Section 2 – Annual Dues:** Dues shall be payable in September each year; persons joining after March 1st will pay half the annual dues. Guests may attend three meetings within a Guild year, paying a fee for the 2<sup>nd</sup> and 3<sup>rd</sup> meetings, which will be deducted from their dues if they join the Guild. Dues may be changed by a majority vote of the members at the annual meeting in June.

**Section 3 – Non-voting Membership:** The Executive Board shall have the authority to establish and define non-voting categories of membership.

### **Article II – Meeting of Members**

**Section 1 – Regular Meetings:** Regular meetings of the members shall be held on the second Tuesday of each month, September through June inclusive, unless otherwise designated by the President or Co-Presidents. Other meetings may be held in July and August as determined by the Executive Board.

**Section 2 – Annual Meeting:** An annual meeting of the members shall take place at the June meeting. At the annual meeting the members shall elect and install officers for the coming year.

**Section 3 – Special Meetings:** Special meetings may be called by the President or Co-Presidents, the Executive Board, or a simple majority of the Board of Directors or by written request of ten (10) members of the Guild. The purpose of the meeting shall be in the request. Except in cases of emergency, at least three days' notice shall be given.

**Section 4 – Quorum:** The members present at any regular meeting shall constitute a quorum.

**Section 5 – Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

### **Article III – Executive Board and Board of Directors**

**Section 1- Executive Board, Board of Directors, and Responsibilities:** There shall be at least five officers of the Executive Board, consisting of the President or Co-Presidents, Vice-President or Co-Vice-Presidents, Recording Secretary, Corresponding Secretary, and Treasurer.

The Executive Board and committee chairs constitute the Board of Directors, which is responsible for overall policy and direction of the Guild and delegates responsibilities of day-to-day operations to the Guild committees. In addition, the out-going (past) President or Co-Presidents shall serve one year on the Board as a voting member and advisor.

**Section 2 – Terms:** The President or Co-Presidents and Vice President or Co-Vice-Presidents will serve one year. All other elected Board members shall serve two-year terms. The Recording Secretary will be elected in even years and the Corresponding Secretary, and the Treasurer will be elected in odd years and will serve two-year terms.

**Section 3 –Board Meetings and Notice:** Board meetings shall be held on the first Tuesday of the month except for July, August, September, and January. The newly elected President or Co-Presidents may call a Board meeting in either July or August. In unusual circumstances, electronic/telephone meetings may be conducted at the request of the President or Co-Presidents.

**Section 4 – Quorum:** The committee chairs present at any Board meeting plus not less than four (4) of the elected Board members shall constitute a quorum. The President or Co-Presidents shall convene regularly scheduled Board meetings, shall preside or arrange for a member of the Executive Board to preside in the following order: Vice-President or Co-Vice-Presidents, Recording Secretary, Treasurer and Corresponding Secretary.

**Section 5 – Responsibilities: Executive Board:** Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Board shall have all the powers and authority of the Board in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board of Directors.

**The Vice-President or Co-Vice-Presidents** shall preside in the absence of the President or Co-Presidents and will compile information for the “Monthly Minder”, which is to be distributed electronically prior to the regular meeting of the Guild. A limited number of printed copies will be available at the guild meeting for those without email.

**The Recording Secretary** shall be responsible for keeping records of regular meetings and Board actions, including the taking of minutes, distributing copies of Board minutes, making regular minutes available to members at meetings, sending out announcements when requested by the President or Co-Presidents, and assuring that Board and regular meeting records are maintained.

**The Corresponding Secretary** shall be responsible for the general correspondence of the Guild which is not a function proper to other offices or to committees. If correspondence of an official character is to be read, it is normally read by the President or Co-Presidents.

**The Treasurer** shall make a report at each Board and regular meeting of the Guild. The Treasurer is responsible for developing and reviewing the annual budget with Executive Board members. The Executive Board must approve any major changes to the budget. The financial records of the Guild are public information and shall be made available to the general membership and Board members at the respective meetings. An annual review of financial statements and bank records shall be performed by the Executive Board.

**Section 6 – Vacancies:** When a vacancy on the Executive Board exists mid-term, the Presidents or Co-Presidents will fill the vacancy with the approval of the Executive Board. These vacancies will be filled only to the end of the particular Board member’s term.

**Section 7 – Resignation, Termination and Absences:** Resignation from the Executive Board must be in writing and received by the Recording Secretary. A Board member shall be terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons, by a three-fourths vote of remaining Board members.

#### **Article IV – Committees**

**Section 1 – Committee Formation.** The Executive Board may appoint committees, as needed, such as Program Committee, Activities Committee, Events Committee, Quilt Show Committee, Service Project Coordinator, Publicity, Newsletter, etc. The

President or Co-Presidents appoint(s) and/or approve(s) all committee chairs.

**Section 2 — Nominating Committee:** The Nominating Committee shall consist of at least three (3) and not more than five (5) members appointed by the President or Co-Presidents. Officers of the Guild shall be elected at the annual meeting in June and will take office at the end of that meeting.

#### **Article V – Parliamentary Authority**

**Section 1–Parliamentary Authority:** Roberts Rules of Order shall govern the proceedings of all meetings when not in conflict with these Bylaws.

#### **Article VI - Amendments**

**Section 1 – Amendments:** These Bylaws may be amended when necessary by two-thirds majority of members present, upon prior written notice, at a regular meeting of the Guild.

Certification

The Bylaws were approved at a meeting of the membership by a two-thirds majority vote on March 12, 2024.

signed by *Vicki Swanson*