

**Dixie Quilt Guild Non-profit Association
By-laws**

**ARTICLE I
NAME**

Section 1.1 **Name:** The name of this Association shall be the Dixie Quilt Guild.

Section 1.2 **Name change:** The Association may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use and of an assumed name by the Association or by amendment to the Bylaws of the Association and the Articles of Association with the State of Utah.

**ARTICLE II
PURPOSES**

Section 2.1 Purpose: The purpose of this Association is to encourage, promote and preserve the art of quilt making through education of its members, community citizens, youth and other interested parties. The Association will promote a strong educational program using quilts and quilt-making to provide historical backgrounds from the quilters' experiences. Additionally, the Association will promote a stronger quilting community and a supportive public climate by providing member services, public awareness and advocacy.

The goals of the association include but are not limited to:

- To assess and address the needs of the quilting community;
- To increase awareness of the quilting community;
- To strengthen relationships among quilters, other quilt guilds, and educational institutions;
- To enhance and promote philanthropy aimed at providing quilts to needy people in the local community, the nation and worldwide;
- To convene and support a dynamic learning community for the quilters of southern Utah.

Section 2.2 Powers: The Association shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, or convenient to effect any or all of the purposes for which the Association is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. The powers of the Association shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions. Notwithstanding anything herein to the contrary, the Association shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated there under.

Section 2.3 Nonprofit Status: The Association is a nonprofit organization, and no part of the net earnings of the Association shall inure to the benefit or be distributable to a director, officer, or other private person, except that the Association shall be authorized and empowered to pay compensation or fees for the services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Association and these Bylaws, and in accordance with financial policies and procedures adopted by the Board. Upon the dissolution of the Association, assets shall be distributed only to organizations which meet the qualifications of a nonprofit organization.

ARTICLE III MEMBERSHIP

Section 3.1 General Rights and Powers: Except as otherwise provided by law, by the Articles of Association, or by these Bylaws, the numbers of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, Articles of Association, or these Bylaws, any right of members to vote and any right, title, or interest in or to the Association, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for the sum due the Association shall survive such termination unless otherwise expressly provided by the Board of Directors.

Section 3.2 Eligibility for Membership: Any person who is interested in quilting in any form is eligible for membership in the Dixie Quilt Guild Association.

Section 3.3 Dues: Annual dues for members shall be determined by the Board of Directors. Changes to the dues structure will be accomplished through the voting process of the membership.

Section 3.4 Voting Rights: Except as otherwise provided in the Bylaws, each member shall be entitled to one vote on each matter upon which members have voting rights. Upon payment of dues, the member is considered to be in good standing and vested with full voting rights.

ARTICLE IV ANNUAL MEETING OF MEMBERS

Section 4.1 Time: A meeting of the members will be held each year, on a date to be set by the Board of Directors, notice of such meeting to be provided in the prior month's newsletter to all members and Directors.

Section 4.2 Business for the meeting of members will include, but is not limited to:

- A. Election of the Board of Directors shall be held, if an election is required per Section 5.3 of Bylaws.
- B. The most recent year's activities and financial report will be presented to the membership.
- C. Other such business as deemed necessary by the Board of Directors.

Section 4.3 Special Meetings: Special meetings, of the members may be called by the Board of Directors, or upon written request/petition of at least one-fourth of the voting members who shall have stated in writing the purpose of such a meeting.

Section 4.4 Quorum: One-fourth of the number of voting members present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 4.5 Proxies: At any meeting of the members, a member entitled to vote may do so by proxy in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

**ARTICLE V
BOARD OF DIRECTORS**

Section 5.1 Management: The business of the Association shall be managed by a Board of Directors consisting of at least 5 and not more than 21 members, including the officers of the Association.

Section 5.2 Powers: The Board of Directors shall have control and management of the affairs and business of the Association. The Board of Directors shall act only in the name of the Association when it shall be regularly convened by the Board Chair after due notice to all Directors and officers of such meeting.

Section 5.3 Terms: The Board of Directors shall appoint a nominating committee to provide a slate of Directors to be voted on by the entire membership at each annual meeting. Directors, with the exception of the Treasurer, may serve 3 consecutive terms.

Section 5.4 Vacancies: Vacancies in the Board of Directors may be filled by the Board of Directors due to resignation or removed of a Director. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term of the Director being replaced .

Section 5.5 Removal of Directors: A Director may be removed by a two-thirds majority vote of the Board of Directors, for cause, or if a Director is absent and unexcused from two or more meetings of the Board of Directors in one year. The Board Chair is empowered to excuse Directors from attendance, if contacted prior to the meeting with a reason deemed adequate by the Board Chair.

Section 5.6 Quorum and Vote: A majority of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote.

Section 5.7 Board of Director Meetings: The Board of Directors shall have a minimum of three (3) meetings each year. Such meeting may be held via telephone or in person. The Board of Directors shall meet annually in conjunction with the annual meeting of the membership.

Section 5.8 Agenda: Any member in good standing may submit an agenda item for the Board's consideration by providing a written request at least 10 days in advance of the meeting.

ARTICLE VI OFFICERS

Section 6.1 Officers: The officers of the Association shall be, at a minimum, the President, Vice-president/President Elect, Past-President, Secretary, Treasurer, Newsletter Chairman, Workshop Coordinator, and Membership Chairman. The Association may also have, at the discretion of the Board, additional Vice Chairs and such other officers as may be deemed expedient for the proper conduct of the business of the Association, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required, nor may any officer, regardless of the number of positions he/she may hold, have more than one vote on any issue.

Section 6.2 Term of Office: Each officer shall serve a one year term of office and, with the exception of the treasurer, may not serve more than three consecutive terms of office. The treasurer may not serve more than one consecutive term of office.

Section 6.3 Board President: The Board President shall lead the Board of Directors in performing its duties and responsibilities, including presiding at all meetings of the Board of Directors and general membership meetings, and shall perform all other duties incident to the office or required by the Board of Directions. The President may sign, with the Secretary, or any other proper officer of the Association authorized by the Board of Directors, any designated documents. The President, with the consent of the Board of Directors, may delegate signature authority to any other Director, except the Secretary, as required to expeditiously conduct the business of the Association. She/he creates the agendas; consults with the Vice President and Past President; is a member of all committees; selects programs for general meetings; selects committee heads; performs any other duties as necessary; and shall, at the end of his/her term, fill the position of Past President the next Guild year.

Section 6.4 Board Vice President/President Elect: In the absence or disability of the President, the Vice President shall perform all the duties of the President; when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for him/her by the Board President; those duties to include counselor to the President; promotion of the Dixie Quilt Guild within the community, and, with the President's permission, overseeing Guild committees. The Vice President may sign checks.

Section 6.5 Secretary: The Secretary shall keep a book of minutes of all meetings and actions of the Board of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the action taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall give notice of all meetings of Directors and committees as required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 6.6 Treasurer: The Treasurer shall perform all duties incident to the office or which the Board of Directors properly requires. Specifically, the Treasurer is responsible for receiving and depositing funds, preparing and signing checks, keeping thorough records of Guild finances, reconciling all accounts, providing financial reports at Board meetings and such other duties as directed by the Board of Directors.

Section 6.7 Compensation for Board Service: Members of the Board of Directors shall receive no compensation for carrying out their duties as Board members. The Board may adopt policies providing reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

Section 6.8 Compensation for Professional Services by Officers: Members of the Board of Directors are not restricted from being remunerated for professional services. Such remuneration shall be at reasonable or applicable market rates, to be approved by the full Board of Directors, with adherence to financial policies and procedures adopted by the Board.

ARTICLE VII COMMITTEES

Section 7.1 Committees: All standing committees of the Association shall be created by a majority of the Board of Directors. The term of office on a committee shall be one year. The President shall appoint the Chairman of all standing committees. The Board of Directors shall appoint, as needed, the following: Assistant Treasurer who shall assist the Treasurer and assume the Treasurer's position the following year, if so elected by the membership; Facilities Coordinator who arranges for meeting and workshop space and set up and takedown; Hospitality Chairman who greets and welcomes guests and new members; Philanthropy Chairman who coordinates the philanthropic endeavors of the Association; Public Relations Chairman who handles publicity for the Association; Sunshine Chairman who provides emotional support for members in crisis; and Webmaster who maintains the Association's website; Retreat committee which organizes and conducts the annual retreat for Guild members and guests; and any and all other specialty committees as needed by the Association to conduct its business and provide service to the community.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Amendments: These Bylaws may be amended, altered, repealed, or enhanced by an affirmative vote of a two-thirds majority of the members. At least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all members.

Section 8.2 Depositories: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, savings and loans association, or other depositories as the Board of Directors may select.

Section 8.3 Contracts: The Board of Directors may authorize any two officer(s) or agent(s) of the Association, in addition to the officer authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 8.4 Check, Drafts, Etc.: All checks, drafts, or order for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.5 Fiscal Year: The fiscal year of the Association shall end on the last day of June of each year.

Section 8.6 Investment: Any funds of the Association which are not needed currently for the activities of the Association, may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 8.7 Dissolution:

- (a) Dissolution will require a two-thirds majority vote of the Board of Directors. In the event dissolution is contemplated, at least ten days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors and members.
- (b) In the event of dissolution of the Association, the Board of Directors, after payment of all liabilities of the Association, shall dispose of the assets of the Association only to an organization or organizations operated exclusively for charitable, education, religious, and/or scientific purposes as the Dixie Quilt Guild may decide, provided such organization or organizations qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Association.

Section 8.8 Political Activity: The Association shall not, in any way, use Association funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office.

Section 8.9 Gifts: The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes, or for any special purposes, of the Association.

CERTIFICATION

This is to certify that the foregoing Bylaws of the Dixie Quilt Guild Association have been duly adopted by the Board of Directors at a meeting held on

/s/

President

/s/

Secretary

