

**BYLAWS OF  
LONGMONT QUILT GUILD  
ADOPTED JANUARY 9, 2007  
Revised August 10, 2021**

**Article I. Name**

**Section 01.** The name of this organization shall be the *Longmont Quilt Guild*.

**Section 02.** The location of the principal offices of the Guild may be established or changed by the Board of Directors (Board).

**Section 03.** The Guild is a 501 (c) (3) not-for-profit organization.

**Article II. Purpose**

**The purpose of this organization shall be:**

- A. To preserve and continue the traditions and history of the art of quilting, quilt making, and related hand arts.
- B. To develop and contribute to new approaches to quilting.
- C. To expand the knowledge of quilting and educate those interested in the background and skills of quilting.
- D. To contribute to community education and appreciation of the art of quilting.
- E. To provide community outreach projects available for member participation.

**Article III. Membership**

**Section 01. Members**

- A. A member of the Longmont Quilt Guild is a person over 18 years of age whose dues are currently paid. Members shall be encouraged to take an active part in the Guild functions. Current members may vote, hold office, attend Guild functions, receive roster, have library privileges, and access to "Members Only" venues.
- B. A Junior member is a person under 18 years of age who is learning to quilt. Their membership is free. Junior members must be sponsored by a Guild member, with written parent or guardian approval. Junior members may attend Guild meetings and participate in Guild activities. They cannot vote, hold office or have access to the "Member's Only" section of the Guild's website. For privacy protection, their names will not be listed in the Guild's roster.

**Section 02. Dues**

- A. The Board will determine the annual dues.
- B. The fiscal year is January 1 to December 31. Dues are payable by January 15 and are delinquent on February 15. Once dues are delinquent, that person loses all membership privileges until their dues are paid.
- C. Annual dues can be discounted for new members joining after July 1, at the discretion of the Board.
- D. No member shall be able to have dues waived in exchange for services or purchases made in kind for the Guild. These services or purchases must be made as a separate transaction from payment of dues.

**Section 03. Scholarships**

The Executive Committee may grant scholarships for Guild purposes (e.g., classes, retreats, dues, etc.), or institute a sliding scale of payment in case of financial hardship.

**Article IV. Meetings**

- A. The Guild shall meet on the 2nd Tuesday of each month, either in person or electronically. Meeting dates may be changed for special circumstances.
- B. Any business decisions presented to the Guild at a meeting shall require a quorum of members to be present for a vote. This quorum is set at twenty-five percent (25%) of the current membership. A vote of two-thirds (2/3) of the quorum is required for approval.
- C. The annual business meeting of the Guild shall be held in conjunction with the regularly scheduled Guild meeting in November. At this time, new officers shall be elected. The new officers shall assume their offices beginning with the January Board meeting.

**Article V. Officers and Elections**

**Section 01. Elected Officers**

The elected officers shall be: President, Vice President, Treasurer, and Recording Secretary. They comprise the Executive Committee.

- A. The Executive Committee shall ensure adherence to the Guild's Bylaws, shall make appointments, and establish committees.
- B. If critical or time-sensitive decisions need to be made between regularly scheduled Board meetings, the Executive Committee is authorized to make those decisions.

**Section 02. Term of Office**

Elected officers shall serve a term of one (1) fiscal year. There shall be a two (2) consecutive year term limit for elected officers. The term shall begin on the first day of January in the following year in which they are elected. No member shall hold more than one elected office at a time.

### **Section 03. Duties of Elected Officers**

- A. The **President** shall preside at all of the Guild's Executive Committee, Board and Membership meetings; shall be an ex-officio member of all committees; may sign any contracts and financial papers; may sign checks; shall have oversight over the Guild's finances; and shall oversee all activities of the Guild.
- B. The **Vice President** shall assume the duties of the President in her/his absence; shall assume the office of President in case of a vacancy in the office; may sign checks and shall perform other duties as requested by the President and/or the Board.
- C. The **Recording Secretary** shall keep minutes of the Board and Guild meetings; shall provide written monthly minutes to the Board in a timely manner; shall maintain the written records for the Guild; shall maintain the Bylaws; and shall publish a written Annual Report to Board members, to be released in January of the following year. The Annual Report and Board Meeting Minutes will be posted in the "Members Only" Section of the Guild's website.
- D. The **Treasurer** shall be responsible for overseeing the management of all the organization's finances. The Treasurer shall receive Guild monies and deposit them promptly in the appropriate bank accounts selected by the Board; shall maintain the financial records for the Guild; shall make written monthly reports to the Board in a timely manner; shall make disbursements as directed by the Board; shall prepare and submit an annual budget; shall prepare any tax forms or financial reports required of the organization; shall issue, upon request, a receipt for donations; shall validate receipts for all disbursements; and may sign checks.

### **Section 04. Election of Officers**

- A. By the end of July, the President shall name one person as Chair of the Nominating Committee, to oversee the annual election. The Chair and members of the Nominating Committee shall not be current members of the Board.
- B. A slate of candidates will be presented by the Nominating Committee during the October Guild meeting. The Guild membership shall be asked for volunteers or nominations for officer candidates during the October and November meetings.
- C. Nominees for the position of President must have served at least one year on the Guild's Board.
- D. Voting will be conducted as the first order of business at the November Guild meeting. All Guild members in good standing are eligible to vote. If a member is unable to attend the November meeting, they may designate a proxy to cast their vote using a LQG Proxy form. Proxy forms will be available at the October meeting and posted on the Guild's website.
- E. If there is only one candidate for each officer position, a written ballot can be waived and voting may be conducted by acclamation.
- F. If there is more than one candidate for any officer position, voting will be conducted by ballot. Results will be tabulated by the Nominating Committee and announced at the conclusion of the November Guild meeting.

**Section 05. Vacancies in Officer Positions**

- A. A vacancy in the office of President shall be filled by the Vice President for the remainder of the term.
- B. A vacancy in any other elected office or Committee Chair position shall be filled by Presidential appointment, subject to approval of the Executive Committee.
- C. The Board, by majority vote, reserves the right to remove any officer or Chair who does not perform the assigned duties in a proper or satisfactory manner, providing that a fifteen (15) day written notice has been given to the incumbent.

**Section 06. Appointed Officers**

The appointed officers shall be: Corresponding Secretary, Past President and any other officers that the Board of Directors shall deem necessary. The Board shall be solely responsible for these appointments.

- A. The **Corresponding Secretary** shall be responsible for official Guild correspondence that is not otherwise handled by committees.
- B. The **Past President** shall serve as an advisor and assistant to the current President. The Past President shall usually be the immediate Past President, but may be a prior Past President, if the immediate Past President is unable to serve.
- C. Appointed Officers will be ex-officio members of the Board, but will not have a vote.

**Article VI. Board of Directors (Board)**

- A. The Board shall be comprised of the Elected Officers and the Standing Committee Chairs, as identified in Article VII of this document.
- B. All Board members are eligible to vote on issues before the Board. Each Board member shall have one vote, regardless of how many people serve on their Committee, or how many positions the member holds on the Board.
- C. A quorum of two thirds (2/3) of current Board Members shall be required for the Board to conduct the Guild's business. A majority vote of the quorum is required for approval of decisions.
- D. Each Board member must agree to attend at least fifty percent (50%) of the Guild meetings and Board meetings during their term of office.
- E. The newly elected President shall determine the monthly Board meeting date, venue and format. Meeting dates shall be announced to the Guild and are open to all Guild members.
- F. The Board is authorized to take action in situations when activities and/or member behaviors threaten to disrupt Guild operations.

## **Article VII. Standing Committees**

The following Standing Committees serve to facilitate Guild operations. Committee Chairs shall be voting Board positions and shall be responsible for administering their Committee's budget. Committee Chairs shall be authorized to establish their own subcommittees, as needed.

### **Section 01. Membership**

The Membership Chair shall maintain the membership list and all contact information for current members, shall provide updated membership information to Board members monthly, and shall provide an annual membership roster with quarterly updates to all members. The roster shall be available to Guild members in the "Members Only" Section of the website. The Membership Committee shall welcome and register members at each monthly Guild meeting.

### **Section 02. Newsletter**

The Newsletter Chair shall edit and publish the Guild's newsletter. The newsletter shall be available to Guild members at meetings and/or on the website.

### **Section 03. Outreach**

The Outreach Chair shall coordinate all community and honoree projects sponsored by the Guild, supervising subcommittees that are responsible for managing individual Outreach programs, as determined by the Board. The Chair shall oversee and assist in the organization of materials, sew days and the delivery of finished products.

### **Section 04. Programs**

The Programs Chair shall contract with speakers and serve as their main contact with the Guild. The Chair shall supervise subcommittees, as needed, to organize and implement programs, special events and workshops, as approved by the Board.

### **Section 05. Publicity**

The Publicity Chair shall utilize various media and venues to promote the Guild and its activities to the community.

### **Section 06. Quilt Show**

The Quilt Show Chair shall coordinate the Guild's annual Quilt Show. The Chair shall supervise subcommittees that are responsible for staging the event. The Chair shall be authorized to sign contracts with event venues.

**Section 07. Raffle**

Games Manager(s), who have been certified by the State of Colorado, shall serve as Committee Chair(s) and oversee all Guild raffle activities, ensuring they comply with the legal requirements established by the State of Colorado. Duties also include volunteer training, making cash deposits, and assisting the Treasurer as necessary. The Raffle Committee shall secure raffle item(s), as approved by the Board; print raffle tickets; and determine appropriate venues for selling raffle tickets.

**Section 08. Retreats**

The Retreats Chair shall coordinate all quilt retreats that are approved by the Board. The Chair shall supervise subcommittees that are responsible for managing individual quilt retreats. The Chair shall be authorized to sign contracts with retreat venues.

**Section 09. Ways and Means**

The Ways and Means Chair shall explore possible fundraising activities for the Guild, such as auctions, boutique/booth sales, chance drawing, or other projects. The Ways and Means Chair shall supervise subcommittees that are responsible for managing individual fundraising projects, as approved by the Board.

**Section 10. Website**

The Webmaster shall manage the Guild's website, posting information about current Guild meetings and activities, newsletters, Board meeting minutes, and appropriate quilting-related information. The Webmaster shall maintain a separate "Members Only" Section on the Guild's website.

**Article VIII. Indemnity of Officers**

Each Officer or Chair, whether or not then in office, shall be indemnified by the Guild against all costs and expenses, including reasonable attorney fees, reasonably incurred by, or imposed by or imposed upon, her/him in connection with, or arising out of, any action or proceeding in which she/he may be involved by reason of her/his being or having been an officer or chairperson of the Guild. An exception is made in relation to matters in which such Officer or Chair has been adjudged liable to the Guild for negligence or misconduct in the performance of her/his duties.

**Article IX. Finance****Section 01. Budget**

The Treasurer, in cooperation with the Board, shall formulate an annual budget for the upcoming fiscal year. The budget shall be approved by the Board no later than the November Board meeting. The proposed budget shall be presented to the membership for approval at the Guild's annual business meeting in November.

**Section 02. Financial Review**

A review of all Guild financial accounts shall be conducted annually shortly after the end of the fiscal year. The written Findings Report shall be presented to the Board no later than February 28. A financial review shall also be conducted upon a change of Treasurer, and at the discretion of the Board. The financial review shall be performed by a committee of up to three (3) non-Board persons.

**Article X. Amendments to Bylaws**

The membership shall be notified of the proposed Bylaws amendment(s) at the meeting immediately preceding an amendment vote, and by email. The Bylaws may be amended at any Guild meeting at which a quorum of members is present. This quorum is set at twenty-five percent (25%) of the current membership. A vote of two-thirds (2/3) of the quorum is required for approval.

**Article XI. Disposition of Property**

**Section 01.**

The Board, upon dissolution of the Guild, shall pay or make provision for paying all liabilities of the Longmont Quilt Guild.

**Section 02.**

Any such assets remaining after disposition of liabilities shall be donated to a charitable organization determined by the Board.

## Longmont Quilt Guild Standing Rules

- 1) These Standing Rules may be amended by a two-thirds (2/3) vote of the Board of Directors present at a Board meeting. Previous notice is not required. The membership will be notified of changes to the Standing Rules.
- 2) Activity Coordinators, as needed, may be appointed by the Executive Committee and will serve a term of at least one year. Coordinators can include, but are not limited to: Bees, Block of the Month, Equipment, Historian, Hospitality, Librarian, Outreach Subcommittees, Sew and Tell, and Social Media. Activity Coordinators are encouraged to attend Board meetings and participate in discussions, but are not eligible to vote on Board decisions.
- 3) The Equipment Coordinator shall coordinate Guild property, track location, and ensure it is in working order.
- 4) The Library Coordinator shall maintain a library of quilting books and materials that are available to all members for checkout. The Library Coordinator shall keep track of materials checked out to members and monitor returns.
- 5) Outreach Subcommittee Chairs shall be responsible for administering their own budgets, working in collaboration with the Outreach Chair.
- 6) The Publicity Chair shall coordinate all Guild advertiser activity.
- 7) Proceeds from Raffle functions will be allocated to any activities that support the Guild's Purposes, as approved by the Board. Proceeds must be spent during the calendar year after they were earned.
- 8) Board members should make every effort to ensure they stay within their allocated expense budget. Deviation by more than 15% from the budget must be approved by the Board in advance of the expenditure.
- 9) To promote fresh ideas and additional participation, conscious efforts should be made to ensure a rotation of members serving on the Board and as Activity Coordinators. Board members shall maintain sufficient documentation to ensure a smooth transition to their successor.
- 10) Non-members will be charged a fee for Guild meetings and other events, at the discretion of the Board. The fee amount will be determined by the Board.
- 11) Guest speakers and the Guild are allowed to sell items at Guild meetings. No other selling or soliciting of goods and services is allowed.
- 12) The use of Guild members' email or mailing addresses for selling or solicitation of goods or services is prohibited. The membership list is for internal use by Guild members only.
- 13) Brief announcements may be made by Guild members about quilting-related topics and events during the monthly Guild meeting. Other promotional materials (business cards, flyers, price lists, etc.) may be placed on the Guild's Information Table.
- 14) Members who provide professional services or conduct classes/seminars for the Guild shall be compensated at local market rates, unless the member proposes a reduced rate.
- 15) Workshops may be opened to non-members for an additional charge, at the Program Chair's recommendation. The Board will make the final decision.
- 16) Members must renew their Guild membership by February 15 of each year to be listed in the Guild's printed roster. Members not renewed by February 15 will be deleted from all Guild distribution lists and denied access to "Members Only" benefits, until their dues are paid.
- 17) The Guild shall maintain a financial reserve fund, the amount to be reviewed annually by the Board.