

BY-LAWS OF THE TIDEWATER QUILTERS GUILD, INC.

Revised August, 2006

I. MEMBERSHIP:

A. Privileges:

TQG, Inc. members may attend all chapter meetings, attend board and committee meetings, attend educational workshops and seminars; vote in guild assembly; benefit from TQG, Inc. Library, Stencil Library, Patterns, magazines, block of the month, fat quarter exchange and scrap exchange, discounts from merchants, social fellowship, show and tell, as each chapter may support.

B. Responsibilities:

In exchange for the above privileges, members are expected to contribute their talents to the guild activities, such as; being responsible to sell or buy raffle tickets, pay annual dues, attend meetings, support and contribute to sponsored activities and events of the guild, such as; community service, Project Linus, Spring Fling, Raffle Quilt preparation and ticket sales, Quilt Show, Fall Festival as TQG, Inc. supports.

C. Dues:

1. Annual dues will be assessed and will be \$25.00 for each member.
2. Any outstanding member debt, plus any fees incurred by the TQG, Inc. must be paid in full before membership can be renewed.
3. Each member, joining or renewing July 1 through March 31, will pay full membership dues. They will receive the current newsletter and those for the remaining months of the fiscal year, that year's copy of a membership roster which includes a copy of the TQG, Inc. Policies and Procedures, and a membership card.
4. In addition to the above, a new member will receive one TQG, Inc. membership pin, a copy of the Constitution & Bylaws and job descriptions.
5. Those joining or renewing April 1 though June 30 will pay \$15.00. They will receive the above listed membership items.

D. Honorary Membership:

Bonnie Lucy, founder of TQG, Inc. is the recipient of an honorary life-time membership.

II. MEETINGS:

A. Board Meetings:

1. Executive Board meetings shall be held a minimum of ten times a year. Additional meetings may be called at the President's discretion or a quorum of the Executive Board members.
2. Each Chapter Board shall hold meetings a minimum of once a quarter. Additional meetings may be called at the Chapter Coordinator's discretion or a quorum of the Chapter Board members.
3. Regular scheduled Board meetings shall be open to all TQG, Inc. members.

B. Chapter Meetings:

1. Each chapter shall hold at least ten (10) meetings per year.
2. All Chapter meetings are open to all TQG, Inc. members and guests.

III. BOARD STRUCTURE:

A. Executive:

1. The Executive Board shall consist of the following elected officers: President, First Vice President, Second Vice President, Executive Secretary, Executive Treasurer, Membership Officer, Newsletter Editor, Quilt Show Officer, Raffle Quilt Officer, Community Service Officer and the Coordinator from each chapter.
1. A Parliamentarian shall be appointed by the President as a non-voting member of the Executive Board.

B. Chapters:

1. Chapter boards shall consist of the following elected officers: Chapter Coordinator, Vice Coordinator/Program Director, Secretary, Treasurer, and two (2) Members-at-Large.

C. General Duties:

1. Any elected officer, excluding the presiding officer, in attendance at the board meeting to which they have been elected shall have one vote. In the event of a tie vote, the presiding officer shall cast the deciding vote.
2. Any member of a board may not hold more than one elected office with TQG, Inc.
3. Any member of a board who shall be absent from three (3) consecutive meetings without an acceptable excuse to the board shall be deemed to have abandoned that office.
4. Elected Officers and chairmen of committees shall serve a term of office from July 1 to June 30, with the exception of the Raffle Quilt Officer and the Quilt Show Officer.
5. Elected Officers may not serve more than two consecutive terms in the same position.
6. Elected Officers and chairmen of committees may be re-appointed, but may not serve more than two consecutive terms in the same position, unless approved by the appropriate board.

D. Appointed Chairman:

1. The President with the approval of the Executive Board shall appoint the following Standing Committee Chairmen: Library, Properties, Public Relations, Raffle Ticket Sales Chairman, and Shop Liaison.
2. The President with the approval of the Executive Board shall appoint other Committee Chairmen as deemed necessary, such as Project Linus, webmaster, Special Events Chairman, and Fall Festival Chairman.
3. The Quilt Show Officer will appoint a Quilt Show Treasurer, with the approval of the Executive Board.
4. The Chapter Coordinators with the approval of their chapter board, shall appoint chairmen as deemed necessary.

IV. NOMINATION PROCEDURES:

A. Executive Board Nominating Committee:

1. In January, there shall be a Nominating Committee consisting of a chairman (the parliamentarian of the Executive Board) and one representative from each chapter appointed by that chapter coordinator. These individuals shall constitute the Executive Nominating Committee, with the Executive Board's approval.
2. A member must resign from any Nominating Committee if they accept the nomination of any office. They must be replaced by Board approval.
3. Names of the approved Nominating Committee are published in the February newsletter.
4. This Committee shall prepare a slate of nominees for the offices of President, First Vice President, Second Vice President, Executive Secretary, Executive Treasurer, Membership Officer, Newsletter Editor, Quilt Show Officer, Raffle Quilt Officer, and Community Service Officer.
5. The nominating committee may re-nominate a person to serve in the same capacity for a second term.

B. Chapter Board Nominating Committee:

1. Each of the Chapter representatives to the Executive nominating committee shall also serve as Chairperson for the Chapter they represent.
2. The Chapter Coordinators appoint two additional members to their respective Chapter nominating committee.
3. A member must resign from any Nominating Committee if they accept the nomination of any office. They must be replaced by appointment by the Chapter Coordinator.
4. They shall prepare a slate for Coordinator, Program Chair (Vice Coordinator), Secretary, Treasurer and two (2) Members-at-Large.

5. The nominating committee may re-nominate a person to serve in the same capacity for a second term.

C. General Duties of the Nominating Committees:

1. Nominating committees shall meet in person (as per *Robert Rules*), at least once, and thereafter, as often as deemed necessary by the Chairperson.
2. The Nominating Committees shall present the slate of the officers under consideration for the following term to the Executive Board in March.
3. Executive Board shall then publish the slate in the April newsletter.
4. The slate will be presented to the membership at the April Chapter meetings. Nominations from the floor will be accepted at April meetings. Nominations will then close.

V. ELECTION PROCEDURES:

A. General Elections

1. Elections will be held at the May chapter meetings. The slate of officers will be elected by a majority of members present at these meetings. If more than one candidate is running for office, the vote shall be by paper ballot, prepared by the Parliamentarian. Ballots will be counted by the Executive nominating committee and results presented at the May Executive Board meeting. If a paper ballot is required, no absentee ballots will be accepted.
2. The outgoing Board and Officers-Elect must attend a joint June board meeting. Newly elected Officers will assume their duties at the end of this meeting.

B. Vacancies:

1. Executive Board:
 - a. The President's vacancy will be filled by the First Vice President.
 - b. A vacancy in any other office or appointed position shall be filled by Presidential appointment with the approval of the Executive Board.
2. Chapter Board:
 - a. The chapter coordinator's vacancy will be filled by the Program Chair (Vice Coordinator).
 - b. A vacancy in any other office or appointed position shall be filled by Coordinator's appointment with the approval of the Chapter Board.

VI. MINUTES:

A. Executive:

1. The official record of the Executive Board meeting(s) shall be kept by the Executive Secretary.
2. The Executive Board minutes shall be made available to members through the Chapter Coordinators.
3. All motions voted on by the Executive Board shall be published in the next TQG, Inc. newsletter.

B. Chapters:

1. The official record of the Chapter Board meeting(s) shall be kept by each Chapter Board Secretary.
2. Each chapter shall post their board meeting minutes at their respective meetings.

C. Other Committees:

1. Official records of all committees shall be recorded and maintained by a committee member.
2. Copies of all meeting minutes shall be presented by the committee chairman to the Executive Board members, at the next Executive Board meeting.

VII. FINANCIAL AFFAIRS:

A. Treasury

1. Executive

- a. Two authorized signatures shall be Executive Treasurer and the President
- b. All financial records shall be maintained by the Executive Treasurer.
- c. A monthly report shall be submitted to the Executive Board.
- d. A copy of the approved report shall be published in the TQG, Inc. newsletter.

2. **Chapters**

- a. Two authorized signatures shall be Coordinator and Chapter Treasurer.
- b. All financial records shall be maintained by the Chapter Treasurer.
- c. Monthly reports shall be submitted to the Chapter Coordinator and to the Executive Board.
- d. A copy of the approved report shall be posted at regular Chapter meetings.
- e. A quarterly financial report of each Chapter shall be submitted to the Executive Board for publication in the TQG, Inc. newsletter.

3. **Other Committees:** (such as but not limited to Raffle Quilt, Quilt Show, Spring Fling, Fall Festival)

- a. Quilt Show Treasury: Two authorized signatures shall be Quilt Show Officer and Quilt Show Treasurer.
- b. All financial records of a committee shall be maintained by a committee member.
- c. A monthly activity report, with expenditures, shall be submitted to the Chapter Board or Executive Board as applicable.

B. **Budget:**

The primary source of money for TQG, Inc. is membership dues.

1. **Executive:**

- a. The President-elect shall appoint a Budget Committee to be chaired by the Executive Treasurer-elect, and to include the outgoing Executive Treasurer, and the Chapter Coordinators-elect. This committee shall meet prior to June 15 to draw up the next year's proposed budget for the TQG, Inc. The budget shall be presented to the Executive Board for approval. The Executive Treasurer-Elect will provide copies of the proposed budget to the next general membership meetings for approval. The approved budget shall be published in the newsletter. A semi-annual review by the Executive Treasurer, shall be conducted in January, with a report to the Executive Board.

2. **Chapters:**

- a. The Chapter Coordinator, along with the elected and appointed members shall submit a proposed budget for approval to the appropriate Chapter membership at its July meeting.
- b. Chapter funds remaining at the end of each fiscal year shall revert to the Executive Treasury (see VII C 6 below).

3. **Other Committees:** (such as; but not limited to Raffle Quilt, Quilt Show, Spring Fling, Fall Festival)

- a. The Chairman, along with the members of the committee, shall submit a proposed budget for approval to the Executive Board prior to expenditures.
- b. Committee funds remaining at the end of each event shall revert to the Executive Treasury (see VII C 6 below).

C **Spending Authority:** (Non-Budgeted Items)

1. The President can authorize \$50.00 in expenditures without prior Executive Board approval.
2. The Executive Board can authorize \$300.00 in expenditures without prior approval of the general membership. Any disbursement over \$300.00 from the Executive Treasury account requires two signatures. In the event of one signatory unavailable, any elected Officer of the Executive Board may initial the payment.
3. The Chapter Coordinator can authorize \$50.00 in expenditures without prior chapter board approval.
4. The chapter board can authorize \$100.00 in expenditures without prior approval of the chapter membership. Any disbursement over \$100.00 from the Chapter Treasury account requires two signatures. In the event of one signatory unavailable, any elected Officer of the Executive Board may initial the payment.

5. Other Committees: (such as, but not limited to Quilt Show, spring Fling, Fall Festival and Raffle Quilt)
 - a. Chairman of any TQG sponsored Committee event can authorize \$50 in expenditures without prior approval
 - b. Committee board can authorize \$100 in expenditures from committee account
6. No TQG, Inc. member shall authorize TQG, Inc. funds payable to any charities without approval of the Executive Board or the general membership.

D. **Audit:** The President-elect, at the joint June Executive Board meeting, shall appoint a two member audit committee of TQG, Inc. members, not to include any affected treasurer. This committee shall meet in person and together audit the Executive and Chapter Guild accounts. The audit is to be completed within forty-five (45) days following the close of the fiscal year. A report shall be made to the Executive Board and respective chapter boards. The President shall appoint a two member audit committee for the Quilt Show account and the Raffle Quilt account. These audits shall be completed within one hundred (100) days following the end of the event.

VIII. **AMENDMENTS:** The TQG, Inc. Bylaws may be amended by a vote of the general membership. The TQG, Inc. Executive Board shall present notice, in writing to each member, thirty (30) days prior to the vote. The amendment shall be called to a vote at regular meetings. A two thirds (2/3) vote of the Guild membership present is required to pass an amendment. Each member has one vote. Guild members attending prior voting chapter meetings shall not be counted. All chapters must vote on each amendment.