

**CONSTITUTION OF THE TIDEWATER QUILTERS GUILD, INC.**

Revised October, 2002

- Article I. **NAME:** The name of this organization shall be The Tidewater Quilters Guild, Inc. and shall hereinafter be referred to as TQG, Inc.
- Article II. **INCORPORATION:** The Tidewater Quilters Guild, Inc. (TQG, Inc.) was incorporated by the Commonwealth of Virginia (State Corporation Commission) on October 2, 1992. Reference number is 03990272-2. The Executive President, during term of office, will represent TQG, Inc. as the Registered Agent. The TQG, Inc. Board of Directors will be elected annually by the membership and will assume their duties in July. The TQG, Inc. Board of Directors will consist of the Executive President, First Vice President, Second Vice President, Executive Secretary, and Executive Treasurer. The State Corporation Commission will be notified of the names of the new Board of Directors after each annual election is held. The annual renewal fee will be paid to the State Corporation Commission by anniversary month of incorporation (October).
- Article III. **PURPOSE:** The purposes of the organization shall be to provide educational programs and workshops in various techniques relative to the art of quilt making and similar arts; to educate the public about this fine art; to preserve the tradition, culture and the history of quilts.
- Article IV. **MEMBERSHIP:** Membership in this organization shall be open to any person who is interested in the art of quilt making. Membership shall be conferred upon completion of application form and payment of dues. The TQG, Inc. shall not discriminate on the basis of race, color, religion, sex or national origin in any of its policies or programs.
- Article V. **GOVERNING AUTHORITY - BOARD OF DIRECTORS FOR TQG, INC.**
- A. Registered Agent
  - B. Board of Directors
  - C. There shall be an Executive Board to govern the entire TQG, Inc.
  - D. There shall be Chapter Boards to govern each chapter.
  - E. The Constitution and By-Laws of the TQG, Inc. shall be in accordance with *Robert's Rules of Order*.
- Article VI. **ELECTIONS:** The elections of officers for the Executive Board and Chapter Boards shall be held annually.
- Article VII. **QUORUM:**
- A. One half (1/2) of the elected members of the Executive Board shall constitute a quorum. The president or the presiding officer is not counted in the quorum.
  - B. One half (1/2) of the elected members of the Chapter Boards shall constitute a quorum.
- Article VIII. **CHAPTERS:**
- A. Any group of twenty-five (25) or more members wishing to constitute a chapter within TQG, Inc. shall submit written application to the Executive Board of TQG, Inc. for consideration and approval.
  - B. All chapters of the TQG, Inc. shall abide by its Constitution, By-Laws, and Policies and Procedures.
  - C. The Executive Board shall provide binding arbitration in cases of inconsistencies in procedures and policies between or within chapters.
  - D. Following the recommendation of the TQG, Inc. Executive Board and with the approval of the majority of the members present and voting at meetings of chapters not involved, the TQG, Inc. may revoke the affiliation of a chapter.

Article IX. FISCAL YEAR: The fiscal year of the TQG, Inc. shall be July 1 to June 30.

Article X. NON-PROFIT: No part of the net earnings of the organization shall be to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purposes set forth in Article III.

Article XI. DISSOLUTION: The TQG, Inc. Executive Board shall have discretionary power to dissolve the corporation. Upon dissolution of TQG, Inc. the Executive Board shall dispose of all assets of the Guild in such manner, or to such organizations operated exclusively for charitable or educational purposes as shall qualify at the time as exempt organizations under guidelines of the Internal Revenue Code.

Article XII. AMENDMENTS: The TQG, Inc. Constitution 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, by paper ballot, at regular Chapter meetings. A two thirds (2/3) vote of the Guild members 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.