

Blue Ridge Quilters' Guild

By-Laws

ARTICLE I: NAME

1. **Name:** The name of this Corporation will be the Blue Ridge Quilters' Guild.
2. **Status:** This will be a not-for-profit Corporation.

ARTICLE II: PURPOSE

The purpose of this Corporation will be to preserve, promote and advance the art of quilting.

ARTICLE III - MEMBERSHIP

1. **Composition:** Membership in this Corporation will be composed of individuals who are at least 18 years old. Each Member will be entitled to one vote in any election or decision.
2. **Equal Opportunity:** This Corporation is committed to equal volunteer and participation opportunity. This policy applies to all areas of volunteer participation including Board positions, Committee positions, as well as all events and activities.
3. **Membership Dues:** Membership (aka, Member in Good Standing status) is predicated on the full payment of dues by the last day of the third month of the fiscal year.
4. **Termination of Membership:** Membership will be terminated by death, by resignation in writing, or by failure to pay annual membership dues by the last day of the third month of the fiscal year.

ARTICLE IV - MEETINGS

1. **Location and Time of Meetings:** Monthly Membership meetings may be held either in person or virtually. The form, time, and location of meetings will be

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determined by the Board of Directors in cooperation with the Membership. Meetings will be conducted by the Presiding Officer (either the President, Vice-President, or Past President). If necessary, due to unusual circumstances, the Presiding Officer and Board of Directors may decide the time and form of the monthly Membership meeting, according to the provisions of Article V, Paragraph 4..

2. **Special Meetings:** The Board of Directors may call Special Meetings of the Membership. Ten days notice of such meetings will be provided to all Members via the means of communication most commonly in use at that time.
3. **Annual Meeting:** An annual meeting will be held in May for the purpose of electing Board Members for the next fiscal year. This meeting may be conducted during the regularly scheduled monthly Membership meeting.
4. **Notification of meetings:** The Secretary (Corresponding) will notify Members of meeting details as determined by the Board of Directors. The Secretary (Corresponding) will use the means of communication most commonly in use at that time.
5. **Quorum:** In order to hold business meetings and transact business, there shall be present at least 40% of all members in good standing.
6. **Proxy:** Members in good standing may vote by proxy but such proxy shall not be counted for the purpose of establishing a quorum. Valid proxy votes must indicate the Member's vote, be signed and dated, and delivered to the Secretary (Recording) at least 48 hours prior to the start of the scheduled meeting. Proxies may be delivered via USPS, email, or in person. If delivered via email, no signature will be

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required but the email address used must match the address provided on the most current Membership registration form

7. **Voting:** All business will be transacted by an affirmative vote of 51% of the quorum represented. Voting may be by voice or hand vote or by secret ballot and will include votes cast by proxy. Voting methodology will be determined at the time of voting. In the event of a tie, the Presiding Officer will cast the deciding vote.
8. **Adjournment:** Meetings will be adjourned by a 51% vote of the Members present.

ARTICLE V - OFFICERS AND DIRECTORS

1. **Duties and Powers:** All business of this Corporation will be conducted in compliance with Policies and Positions/Procedures established by the Board of Directors and approved by the Membership.
2. **Board of Directors:** This body will include the President, Vice-President (Programs), Membership, Secretary (Corresponding), Secretary (Recording), Treasurer, the immediate Past President, and two Members at Large. There shall be no limit to the number of terms a member may serve with the exception of the Members at Large. The At Large positions shall serve as an entry point to other Board positions and therefore, under normal circumstances, shall be limited to two terms. This limitation will allow other members to serve and grow into positions of greater responsibility. Specific duties and responsibilities will be spelled out separately in Positions/Procedures.
3. **Executive Session:** The Presiding Officer (President or Vice-President or Past President) will preside at meetings of the Board of Directors and may vote in the event of a tie. Meetings may be held in person or virtually. Notice of Board

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meetings will be provided to all Members at least ten days prior to the meeting date.

Members who are not elected Officers or appointed Chairs may attend Board meetings but may not participate in the discussion unless included on the agenda prior to the start of the meeting.

4. **Quorum:** A quorum will consist of the Presiding Officer (President, Vice-President or Past President) and four other Board Members. Proxy votes will not be allowed.
5. **Officer Eligibility:** Members of the Board of Directors will be at least 18 years old at the time of election and must be a Member in Good Standing.
6. **Procedure for Election:** The Board of Directors will be responsible for identifying Members to fill open Board positions. Outgoing Board Members will make a good faith effort to nominate a candidate to fill their own position. The names of the nominated Members, both those who intend to serve an additional year and those who will replace outgoing Officers, will be communicated to the Membership during the April meeting. Nominations from the floor may be offered. Consent to be nominated will be obtained from all nominees. Verbal consent recorded by the Secretary (Recording) will suffice. If there are no nominations from the floor, voting may be conducted by voice or show of hands. In the event floor nominations result in multiple candidates for a position, a secret ballot will be taken.
7. **Length of Term:** A term shall be defined as the twelve consecutive months of the Guild fiscal year..
8. **Procedure:** All business of this Corporation will be conducted via Motion, Second, Discussion, and Vote.

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9. **Vacancies:** The Presiding Officer (President, Vice President or Past President) will nominate candidate(s) to fill any in-term vacancy(ies) of the Board of Directors. An affirmative vote by the Board is required as per Article V, Paragraph 4. Any Board Member(s) filling vacancy(ies) will hold office for the remainder of the vacated term or until such successor is qualified and elected to a new term. Partial terms served filling a vacancy will not count toward term limits, if any.
10. **Removal:** Any Board Member can be removed, with or without cause, by the affirmative vote of 51% of the Board Members at the meeting where a quorum is present. A written notice of the intention to remove the Board Member will be included in the notice of such meeting. The Board Member to be removed will have prior written notice of this intent at least 10 days prior to the meeting date.
11. **Resignation:** Any Board Member may resign by delivering written notice to the President or Secretary (Recording). Such resignation will take effect upon receipt or at the time specified in the notice.

ARTICLE VI - AMENDMENT OF BY-LAWS

These By-Laws may be amended by a two thirds majority of the quorum represented (Article IV, Paragraph 5), provided that the proposed changes were announced and read into the record at the preceding open meeting of the membership of this Guild.

ARTICLE VII - BLANK