

# Lodi Valley Quilters Guild

## Bylaws

Adopted 9/23/2006, revised 4/2012, revised 1/2017, revised 11/2019. Revised 11/2022

### **Article I: NAME, LOCATION, CORPORATE STRUCTURE**

- Section 1.01 This not-for-profit organization, which is incorporated under the Wisconsin General Not-for-Profit Corporation Act, is known as the Lodi Valley Quilters Guild, Inc. (hereinafter known as “the Guild”).
- Section 1.02 The registered office of the Guild is P.O. Box 132, Lodi, Wisconsin 53555. The location of the principal office may be changed by the Board of Directors.
- Section 1.03 The Guild operates as a 501(c)(3) corporation.

### **Article II. PURPOSE**

- Section 2.01 The purpose of the organization is to:
- Preserve the traditions and history of quilt making.
  - Foster an awareness of and be receptive to creative innovations in the art.
  - Promote and sponsor interest and appreciation in all areas of quilt making among members and the general public.
  - Foster fellowship and the exchange of ideas related to the art of quilting.
  - Give back to the community at-large by making and donating quilts to organizations such as (but not limited to) long-term care facilities, Reach Out Lodi, emergency medical services (EMS) and animal shelters.
- Section 2.02 Activities: The Guild is organized for educational and charitable purpose. All activities of the Guild are conducted in such a manner that no part of the net income benefits any individual member except that the Guild is authorized to pay reasonable compensation for services rendered.

### **Article III. MEMBERSHIP**

- Section 3.01 Eligibility: Membership is open to anyone who quilts, enjoys the art of quilting or has an interest in quilting regardless of quilting skill level. The Board of Directors may establish a membership limit if Board of Directors determines that it is necessary due to limitations of the location of its General Meetings.

Section 3.02 Requirements: Membership consists of individuals who submit a registration form and pay annual membership dues. Dues in the full amount are payable at the first meeting of each membership year, which runs from September to August. Members are encouraged to participate in the activities of the Guild.

Section 3.03 Benefits: All members are entitled to attend General Meetings at no additional fee. Members may access the Guild's Bylaws and Policies and Procedures on the Guild's website. Each member in attendance at a General Meeting is entitled to one vote.

**Article IV. MEETINGS**

Section 4.01 Location of General Meetings: Unless otherwise specified by the Board of Directors, General Meetings are held at Lodi United Methodist Church, 130 Locust Street, Lodi, WI. If the General Meeting location must be changed, the Board will select a location satisfactory to the Board that meets the Guild's needs regarding size, location, accessibility, etc. The Board is authorized to pay a rental fee, if required. General Meetings are open to guests as defined as defined by Guild Policy and Procedures.

Virtual General Meetings: If the Board determines that a General Meeting is to be held virtually, members will be notified via email with instructions to join the virtual meeting.

**Article V. MEMBERSHIP DUES**

Section 5.01 Each year the Board of Directors will set the annual membership dues at its May or June Board meeting. Dues are to be paid on or before the September meeting date, or by September 1<sup>st</sup> if no meeting is scheduled in September. Unless otherwise specified by the Board, dues are paid via PayPal, cash, or check.

Membership dues are not refundable and are not prorated based on the time of year a member is joining. The Guild has no obligation to refund dues or portions of dues whose membership terminates for any reason.

**Article VI. MEETINGS**

Section 6.01 General Meetings: Unless otherwise specified by the Board, the Guild holds General Meetings monthly September through August. The meeting location, dates and times are published in the Guild newsletter and on the Guild website. The Board may also use social media platforms to distribute General Meeting notices. All members in attendance at a General Meeting shall constitute a quorum.

Section 6.02 Board Meetings:

- Are held as agreed upon by the Board of Directors, generally once a month.
- Are open to any member.

- Board meeting locations, dates and times are published in the Guild newsletter and on the Guild website. The Board may also use social media platforms for this purpose.
- A majority of Board members presently serving and in attendance constitutes a quorum for the transaction of business. All matters brought before the Board are decided by majority vote.
- Minutes of Board of Directors meetings are available to any member by request to the Secretary.
- The May meeting is a Transition Board meeting, chaired by the sitting President and attended by both newly elected and outgoing Board members.
- To ensure smooth transition, outgoing Board members are responsible to forward all information, records and files pertinent to their positions to their successors. When possible, Guild records shall be available through the Google drive established by the Board of Directors.

Section 6.03 Guest Attendance at General Meetings and Board meetings

Any person who attends a General Meeting, activity, event, program, etc., sponsored by the Guild who is not a member is considered a guest. Each year the Board of Directors will set the per meeting fee for guests to attend General Meetings. The Board may, on a case-by-case basis, adjust the guest fee for activities, events, programs, etc. sponsored by the Guild. Guests are eligible to attend a maximum of one General Meeting at no charge and required to pay a fee to attend additional meetings as established by Guild Policy and Procedures.

Guests are not eligible to attend virtual General Meetings.

Guests are not eligible to attend meetings of the Board of Directors.

**Article VII. BOARD OF DIRECTORS**

Section 7.01 The property, affairs and business of the Guild are managed by or under the direction of the Board of Directors. The Board of Directors is elected by a majority of members in attendance at the May General Meeting.

Section 7.02 Composition: The Board of Directors is comprised of the Officers of the Board (Executive Committee) and the Chairs of the Standing Committees.

Section 7.03 Voting: Each member of the Board is entitled to one vote. If any member holds more than one position on the Board, that member is entitled to only one vote. If a Standing Committee is chaired by Co-Chairs, each Co-Chair is a member of the Board, with that committee entitled to only one vote.

Section 7.04 Vacant Board Positions:

Any Board member unable to fulfill Board duties may submit a resignation to the President.

If a Board position becomes vacant before the expiration of that Board member's term, the Board is authorized to appoint a replacement to complete the current term of any vacant position. If the Board chooses to announce the vacancy at a General Meeting rather than appoint a replacement to complete the term, the President will make the announcement and place a notice on the Guild website and in other Guild communications.

At the next General Meeting following announcement of the vacancy, any member willing to serve may be nominated or volunteer to fill the vacancy. If there is only one nominee, the President will conduct a hand vote, with a simple majority of members at the meeting constituting acceptance. If the vacancy is contested, the vacancy will be filled through written ballot provided by the Secretary and counted by the Secretary and the Immediate Past President.

Section 7.05 The Executive Officers of the Board include:

- President
- Vice President
- Secretary
- Treasurer
- Immediate Past President
- Membership Chair
- Programs Chair

Section 7.06 Standing Committee Chair members of the Board include:

- Communications Chair
- Community Service Chair
- Technology Chair
- Lodi Ag Fair Chair
- Quilt Academy Chair

At the discretion of the Board, two members may share the Chair position for the following Committees: Membership, Programs, Communications, Community Service, and Technology.

Section 7.07 General Responsibilities of Board members

Information/Records Transfer: It is the duty of outgoing Board members to forward all information, records and files pertinent to their position to their successors. Every effort should be made to make these files available electronically.

Attendance: It is the duty of each Board member to regularly attend General Meetings and Board meetings. If a Board member is absent for more than two consecutive meetings, the Board of Directors may declare that member's position vacant.

Section 7.08 Terms of office:

The term of office for the Secretary, Treasurer, Programs Chair, and Membership Chair is two years.

The term of office for President, Vice-President, Immediate Past-President is one year.

All Standing Committee Chair positions have no term limits.

Terms of office correspond to the Guild fiscal year, June 1 – May 31 of the following year.

No member shall hold the **same** Officer position for more than two consecutive terms. Membership as an Officer in **any** capacity is limited to seven consecutive years.

However, any individual who is appointed or elected to complete a Board member's unfinished term is eligible to hold the **same** position for two additional, consecutive terms.

**Article VIII. Executive Committee (Officers) Duties**

Section 8.01 President (one-year term):

- Coordinates activities and ideas of members and the Board of Directors.
- Prepares agendas for Board meetings.
- Prepares an annual report of the work of the organization for the May General Membership meeting.
- Oversees fundraising and other Guild events.
- Presides at all Guild and Board meetings.
- Is authorized to sign checks of the Guild.
- Performs any other duties incidental to the position.

Section 8.02 Vice-President: (one-year term)

- Presides over meetings in the absence of the President.
- Maintains and updates the Guild's bylaws and Policies and Procedures with the assistance of the President.
- Assists the President in overseeing fundraising activities.
- Assists the President to identify and select the location of General Meetings.
- Performs any other duties incidental to the position.

Section 8.03 Secretary: (two-year term)

- Records minutes of both Board and General Meetings and present the previous minutes at the subsequent, respective meetings. Distributes minutes electronically to any member upon request.
- Maintains correspondence that does not relate specifically to an activity or responsibility of another Board position.

- Maintains an electronic file of the minutes, correspondence, bylaws and all other non-financial records relating to the Guild.
- Maintains a file of reports and correspondence from Board members and Standing committee Chairs.
- Performs any other duties incidental to the position.

Section 8.04 Treasurer: (two-year term)

- Serves as custodian of the Guild’s monetary assets.
- According to the Policies and Procedures established by the Board of Directors:
  - Manages all funds of the Guild: receives and deposits membership dues, deposits funds received from activities, events, programs, etc., of the Guild, disburses funds on authorization of the Executive Committee.
  - Provides complete and accurate financial record keeping.
  - Presents a financial report at each Board meeting.
- Maintains financial records in a manner appropriate for presentation of these records for an annual audit.
- Is authorized to sign checks.
- Presents reports to the membership regarding the status of the finances of the Guild.
- Is responsible for collecting and submitting all budget proposals to the Budget Committee.
- Presents the Budget Committee’s annual budget proposal to the Board and subsequently to the Guild.
- Performs all other duties incidental to the position.

Section 8.05 Immediate Past President (one-year term)

- Provides historical perspective of the Guild’s activities for the Board.
- Serves as chair of the Nominating Committee.
- Performs all other duties incidental to the position.

**Article IX. Board of Directors Standing Committee Chair Duties**

Section 9.01 Membership Chair: (two-year term)

- Maintains, updates and distributes membership applications both electronically and in hard copy.
- Maintains up-to-date membership records.
- Supplies membership contacts for all Guild communications.
- Creates and maintains name tags for current members.
- Works with the Treasurer to accept and process member payment of dues.
- Performs all other duties incidental to the position.

Section 9.02 Programs Chair: (two-year term)

- Plans programs and workshops for the upcoming Guild year and submits to the Board for consideration and review at the monthly Board meetings.

- Prepares contracts and letters of confirmation related to speakers, workshop presenters, etc.
- Serves as a direct contact and coordinator to speakers, workshop presenters, etc.
- Obtains pertinent information from speakers/workshop presenters, etc., regarding transportation needs, housing preference, facility needs, etc.
- Works collaboratively with the content manager of the Guild website and with the Treasurer regarding registration and fees for speakers who offer workshops prior to or after a general meeting.
- Provides detailed information about upcoming programs and workshops for the Guild newsletter, website, and other social media platforms as requested by the Board.
- Administers all programs and workshops for the current Guild year.
- Performs all other duties incidental to the position.

Section 9.03      Communications: (Newsletter, website, Facebook, Instagram and other social media)

- Publishes and distributes Guild newsletters and maintains list of previous newsletters on website.
- Solicits articles from the membership to include in the newsletter.
- Works with website content manager to update Guild website.
- Performs all other duties incidental to the position.

Section 9.04      Community Service Chair

- Manages all aspects of the Guild’s community service branch titled “Hearts & Hands,” ensuring that community service focuses on Columbia County, WI
- Identifies, organizes, and inspires Guild participation in community service projects, including but not limited to charity quilts, food drives, clothing drives.
- Performs all other duties incidental to the position.

Section 9.05      Lodi Ag Fair Chair

- Oversees all activities of the Guild’s Quilt Show at the Lodi Ag Fair
- Works as liaison between the Ag Fair Board and the Guild.
- Solicits and organizes quilts for the Quilt Turning held in conjunction with the Lodi Ag Fair.
- Performs all other duties incidental to the position.

Section 9.06      Quilt Academy Chair

- Leads Quilt Academy Committee, striving to increase the knowledge and skills of quilters through classes, presentations, etc.
- Provides regular reports to the Board of Directors and at General Meetings.
- Coordinates and works cooperatively with speakers and instructors to identify and solicit sponsors and vendors.
- Performs all other duties incidental to the position.

- Section 9.07 Technology Chair
- Assists and advises the Board regarding the use of technology to live stream Board and General Meetings.
  - Secures equipment for meetings, etc., upon request.
  - Performs all other duties incidental to the position.

**Article X. Ad Hoc Committees and Task Forces**

Section 10.01 The Board of Directors creates, defines, and appoints members to temporary ad hoc committees and task forces as it deems necessary, including appointment of Chairs/co-Chairs.

These committees may include, but are not limited to the Nominating, Audit, Bylaws, and Budget committees. Specific duties of ad hoc committees and task forces other than the Nominating Committee are outlined in the Guild's Policies and Procedures

Section 10.02 Nominating Committee

The Immediate Past President is the Chair of the Nominating Committee.

The Nominating Committee will contact and secure acceptance from members to be nominated for open positions on the Board of Directors. A minimum of one and a maximum of three members for each position is required to be offered as a slate to the general membership.

The Immediate Past President will present the complete slate of nominees at the March General Meeting, at which meeting additional nominations will be accepted from the floor. The final slate of nominees will be published in the March General Meeting minutes. The President presides at the May General Meeting, at which Guild members elect Board members from the slate of candidates. Election is by hand vote except for contested positions, which will be elected by written ballots provided by the Secretary and counted by the Secretary and Immediate Past President.

Section 10.03 Budget Committee

The Budget Committee is comprised of the sitting President, Vice President and Treasurer. Each year the committee is responsible for preparing a complete budget proposal for the upcoming fiscal year and submitting that budget to the Board of Directors at its May meeting.

**Article XI. PROGRAMS AND WORKSHOPS**

Section 11.01 Fees: The cost of each program/workshop will be determined by the Programs Chair/co-Chair according to guidelines established by the Board. Unless the Board of Directors



makes a specific exemption, the total expenses of programs/workshops must not exceed the fees collected.

Members must pay applicable fees at the time of registration

Section 11.02 Refunds: Eligibility for refunds may be made only according to the Guild's Policies and Procedures. Only the Programs Chair/Co-Chairs are authorized to make registration substitutions or submit requests for refunds to the Treasurer.

Section 11.03 Workshop supplies: The Programs Chair/Co-Chairs may purchase supplies, handouts or equipment needed for workshops/programs in accordance with general guidelines established by the Board.

Section 11.04 Presenter/Instructor Payments: The Programs Chair is authorized to submit invoices to the Treasurer for payment to presenters/instructors as contractually agreed by the presenter and the Programs Chair. The Treasurer issues payments for invoices received only after all contractual obligations have been fulfilled. Presenter/instructor contracts that exceed the budget previously approved by the Board require Board approval before execution.

## **Article XII. NEWSLETTERS AND MAILINGS**

Section 12.01 Newsletter: A Guild newsletter is published and distributed electronically. Deadlines for contributed materials are set by the Communications Chair. A member requesting newsletter delivery via USPS will pay a mailing fee as established by the Board of Directors.

Section 12.02 Other mailings: Any distribution to the full membership other than the newsletter to the membership must be approved by the Board of Directors. No membership or attendance list may be used for any purpose other than Guild communications except for special uses that directly benefit the Guild that both the Board and the general membership have approved.

## **Article XIII. BYLAWS AND AMENDMENTS**

Section 13.01 Application: The Board of Directors will liberally interpret these bylaws, with the general welfare of the Guild as its highest priority.

Section 13.02 Procedure for amendment: Proposed bylaw changes are first presented to the Board of Directors and subsequently announced by the President at a General Meeting one month prior to the General Meeting at which a vote will be taken. Bylaws may be amended by a two-thirds vote of the members present at the General Meeting at which the vote is taken.

Section 13.03 Policies and Procedures: Items not specifically addressed in the bylaws will be detailed in the Policies and Procedures of the Guild. A majority vote of the Board of Directors is required to add, amend, or repeal individual Policies and Procedures.

**Article XIV. FINANCIAL ACCOUNTABILITY**

Section 14.01 Fiscal Year: The fiscal year of the Guild is June 1 through May 31.

Section 14.02 Budget: Officers and Committee Chairs must submit budget proposals for the upcoming fiscal year to the Treasurer not later than the April Board meeting. The Treasurer submits all budget proposals to the ad hoc Budget Committee.

Section 14.03 Audit: The financial records of the Guild are subject to an annual audit after the close of the fiscal year and at any other time deemed necessary by the Board of Directors.

**Article XV. DISSOLUTION OF ORGANIZATION**

Section 15.01 The membership may vote to dissolve the Lodi Valley Quilters Guild at any General Meeting of the Guild by a two-thirds majority vote of those present, provided that a motion to dissolve has been submitted in writing at a previous General Meeting and notice of the vote to dissolve is noticed to members via email one month prior to the scheduled vote.

Section 15.03 If the Guild is dissolved, after all invoices are paid, the Board of Directors is authorized to distribute any remaining assets provided that it selects recipients only from organizations that are organized and operated exclusively for charitable and educational purposes and which have established status under Section 501(c)(3) of the Internal Revenue Code in Columbia County.