

Lodi Valley Quilters' Guild ByLaws

Adopted 9/23/2006, updated 4/2012, updated 1/9/2017, updated 11/2019

Article I. NAME

Section 1.01 This not-for-profit organization, which is incorporated under the Wisconsin General Not-for-Profit Corporation Act, shall be known as the Lodi Valley Quilters Guild, Inc. (hereinafter known as "the Guild").

Section 1.02 The registered office of the Guild shall be P.O. Box 132, Lodi, Wisconsin 53555.

The location of the principal office may be changed by the Board of Directors. The Guild may also have offices in such other places as the Board of Directors may from time to time designate.

Article II. PURPOSE

Section 2.01 The purpose of this organization shall be:

- To preserve the traditions and history of quilt making.
- To foster an awareness of and be receptive to creative innovations in the art.
- To promote and sponsor interest and appreciation in all areas of quilt making among our members and the general public, and to foster fellowship and the exchange of ideas.

Section 2.02 The Guild shall be organized for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. All activities of the Guild shall be conducted in such a manner that no part of the net income shall inure to the benefit of any individual member except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered.

Article III. MEMBERSHIP

Section 3.01 Membership is open to anyone who quilts, likes quilts or has an interest in quilting, regardless of their skills. The Board of Directors may establish a membership limit if necessitated by space limitations. If membership is at its maximum, the membership committee shall maintain a waiting list.

Section 3.02 Regular Members:

DEFINITION – Regular Members, having paid full membership dues, may participate in all activities of the Guild.

RIGHTS – All regular members are entitled to receive a Guild newsletter and to attend all meetings at no additional fee. In addition, the Guild By-Laws and the Policies and Procedures are on the Guild website. Each regular member in attendance at a general meeting shall be entitled to one vote.

Section 3.04 Divine Rehabilitation and Nursing at Lodi, 700 Clark St, Lodi, WI 53555 (DRNL):

DEFINITION – Individuals who are residents of the Divine Rehabilitation and Nursing and hold a current DRNL pass obtained from their caregiver.

RIGHTS – A DRNL shall be entitled to receive the Guild newsletter, attend meetings at no charge and be eligible for workshops only after Regular Members have had a first opportunity to sign up. DRNL are entitled to vote on Guild matters.

Section 3.05 Annual Membership Dues: Dues shall be paid by all members in accordance with policies established by the Board of Directors. Membership dues are non-refundable. Dues shall be paid on or before the September meeting date, or September 1 if no meeting is scheduled in September.

Section 3.06 Nonpayment of Dues: The membership committee may drop members whose dues are unpaid based on guidelines established by the Board and outlined in the Policies and Procedures.

Article IV. MEETINGS

Section 4.01 General Meetings: These meetings shall be held monthly, September through August. The meeting location, dates and times shall be published in the Guild newsletter and calendar and on the Guild website, should one exist. Minutes from Board meetings shall be available to the membership at general meetings. All Regular Members at a general meeting shall constitute a quorum.

Section 4.02 Board meetings:

- These meetings shall be held as agreed upon by the Board of Directors.
- Board meetings are open to the general membership.
- Meeting locations, dates and times shall be published in the Guild newsletter and calendar.
- A majority of Board members presently serving shall constitute a quorum for the transaction of business. All matters brought before the Board shall be decided by a majority vote.
- The May meeting shall be a Transition Board Meeting attended by both newly elected and retiring Board members. During that meeting, the calendar for Guild meetings, Board meetings and newsletter frequency shall be determined. In addition, outgoing Board members shall forward all information, records and files pertinent to their positions to their successors, if they have not previously done so.

Section 4.03 Guests: According to the Policies and Procedures, a guest fee will be charged for guests at any program so designated by the Board of Directors. Anyone who is not a Regular Member will be considered a guest.

Article V. BOARD OF DIRECTORS

Section 5.01 The property, affairs and business of the Guild shall be managed by or be under the direction of the Board of Directors.

Section 5.02 The Board of Directors is comprised of the executive officers, the immediate past president and the standing committee chairs (or co-chairs). Each office and standing committee member is entitled to one vote on the Board. Should any member hold more than one office, that member shall be entitled to only one vote. The

Board of Directors shall be elected by a majority of those regular members in attendance at the May meeting.

Section 5.03 The executive officers of the Guild shall be the President, Vice President, Secretary and Treasurer, Membership, and Programs. The Standing Committees are: Public Relations, Philanthropy, Hospitality, Historian, Fair, and Quilt Academy.

Section 5.04 General duties of the Board of Directors shall include:

Terms of Office: The term of office for each Executive Officer corresponds to the Guild fiscal year, June 1 through May 31 of the following year. New and retiring Executive Officers shall attend a May transition Board meeting conducted by the outgoing President, shall take office commencing June 1, and serve for one year, except for the Treasurer, Membership and Programs who will serve for a two-year term. Standing Committee chairs will serve one year with no term limits. Any unfilled term of office will be filled by appointment of the Board.

Information/Records Transfer: It is the duty of outgoing Board members to forward all information, records and files pertinent to their position to their successor.

Attendance: It is the duty of each Board member to have regular attendance at monthly Guild meetings and Board meetings.

Resignation: Board members who are unable or unwilling to fulfill their duties may submit their resignations to the President.

Section 5.05 Executive Officers: Duties of officers are as follows:

PRESIDENT:

- Coordinates activities and ideas of members and the Board of Directors.
- Prepares Board meeting agendas. Make a report of the work of the organization at its annual meeting.
- Oversees fundraising and other Guild events.
- Presides at all meetings of the Guild and be Chairperson of the Executive Board.
- Be authorized to sign checks of the guild.

VICE PRESIDENT:

- Presides over meetings in the absence of the President.
- Assists with the membership drive as necessary.
- Chairs the By-Laws Committee and maintains the Guild By-Laws and Policies and Procedures with help from the President.
- Assists the President in overseeing fundraising activities.
- Is in charge of finding locations for all Guild meetings.
- Shall perform any other duties incidental to the position.

SECRETARY:

- Shall record minutes of all Board meetings and present them at the following respective meeting and make them available to all regular members.
- Shall be responsible for any correspondence that does not relate specifically to an activity or responsibility of another Board position.
- Shall maintain a file of the minutes, correspondence, By-Laws, and all other non-financial records relating to the Guild.
- Shall maintain a file of reports and correspondence from Board members and special committee chairs.

- Shall maintain a listing of all guild equipment and its physical location.
- Shall perform any other duties incidental to the position.

TREASURER: (two-year term)

- Acts as custodian of the Guild's assets.
- In accordance with the Policies and Procedures established by the Board of Directors, is responsible for:
 - Have charge of all funds of the Guild, receive dues, deposit receipts, and disburse monies upon authorization of the Executive board.
 - Complete and accurate financial record keeping
 - Financial reporting.
- Be prepared to present financial records of the Guild for an annual audit.
- Be authorized to sign checks.
- Make reports at the general Meetings as to the status of the treasury.
- All other duties pertinent to the office.

MEMBERSHIP: (two-year term)

- Maintain and distribute annual membership form
- Maintain up-to-date membership records
- Supply membership contacts for all guild communications
- Create and maintain nametags for members
- Create and distribute membership cards annually

PROGRAMS: (two-year term)

- Plans programs and workshops for the upcoming Guild year and submits them to the Board for consideration and review.
- Prepares and follows up on speakers' contracts and letters of confirmation and act as liaison to speakers and workshop presenters.
- Arranges for housing, meals and transportation of guest speakers as needed.
- Presents program plans for the upcoming Guild year at the year-end Transition Board Meeting.
- Provides information on upcoming programs and workshops for the Guild newsletter and website.
- Administers all programs and workshops for the current Guild year.
- Works with other committees on workshops and programs as necessary.

Section 5.06 Standing Committees: Each committee chair shall, in accordance with the Policies and Procedures established by the Board of Directors, have the following responsibilities:

HOSPITALITY:

- Sets up welcome table prior to meeting.
- Recruits and organizes volunteers to help with set-up and take-down of meeting room chairs and tables if needed.
- Encourage members to wear name tags to all events
- Provide appropriate gifts within budget to all Guild programs.

PUBLIC RELATIONS:

- Publishes and distributes newsletters.
- Maintains a library of back issues of Guild newsletters on the website.
- Solicits articles from the membership.
- Supplies appropriate updated copy for the website.
- Acts as liaison to the website maintainer.

- Handles news releases.

PHILANTHROPY:

- Identifies, organizes, and inspires participation in philanthropic projects for the Guild.
- These may include but are not limited to, charity quilts, food drives, clothing drives or other special projects for the benefit of the community.
- The philanthropic division of the Guild shall be known as Hearts and Hands.
- Hearts and Hands shall give philanthropic priority to Columbia County Wisconsin.

FAIR:

- Oversee all activities at Lodi Agricultural Fair
- Work as liaison between Fair Board and Quilt Guild

QUILT ACADEMY:

- The purpose of Quilt Academy is to increase the knowledge and skills of quilters through classes and lectures.
- The Quilt Academy board will consist of the following positions: Chairperson, Secretary, Vendors/workshops, Publicity, Hospitality, Registration and Food Committee.

HISTORIAN:

- Collects, organizes, and stores all information and documents to preserve Guild activities. This information is available to all members.

Section 5.07 Ad Hoc Committees: Temporary ad hoc committees may be formed and established by the Board as deemed necessary. Such committees include, but are not limited to, the Nominating, Audit, Bylaws, and Budget committees. Specific duties of the committees are outlined in the Policies and Procedures.

Section 5.08 Eligibility: No member shall hold the same Executive officer position for more than two consecutive terms. However, an individual who is appointed to complete an elected Board member's unfinished term of office is deemed eligible to hold the same position for two additional consecutive terms. It is recommended that individuals nominated for President, and Program Chair be past or present Board members. Membership as an Executive officer in any capacity shall be limited to seven consecutive years. The Board of Directors shall have full control and management of the affairs, funds, and property of the Guild.

Section 5.09 Nominating Procedures: Individuals nominated for office shall be contacted by the Nominating Committee to verify acceptance until a minimum of one and a maximum of three members for each position are offered as a slate to the general membership.

This slate of officers will be presented at the March meeting, when nominations will be accepted from the floor. The final slate will be published in the meeting minutes and voted on by the membership at the May meeting. Election shall be by voice vote – except

when a nomination is contested, in which event, the vote for the contested office shall be by ballot provided by the Secretary.

Article VI. PROGRAMS AND WORKSHOPS

Section 6.01 Fees: The cost of each workshop will be determined by Programs according to guidelines established by the Board. Payment must be made at the time of reservation. Members are given priority over non-members. All workshop expenses should be covered by the fees for that workshop unless specifically approved by the Board.

Section 6.02 Refunds: Refunds are issued according to Policies and Procedures Document. Any changes or substitutions must be made through Programs.

Section 6.03 Workshop Supplies: Any purchase of supplies, handouts or equipment needed for workshops or programs can be made by Programs in accordance with general guidelines established by the Board.

Section 6.04 Speaker/Teacher Payments: All speakers and teachers will be paid through Programs as contractually agreed upon by the speaker and Programs Coordinator. Contracts beyond the budget previously approved by the Board will need Board approval before they can be signed. The Treasurer will issue these payments by Guild check, which Programs will present after all contractual obligations have been fulfilled.

Article VII. NEWSLETTERS AND MAILINGS

Section 7.01 Newsletter: A Guild newsletter will be published and distributed. Deadlines for contributed materials shall be set by the Public Relations chair.

Section 7.02 Other Mailings: All other distributions to the general membership for any other purpose must be approved by the Board. No membership or attendance list may be used for any purpose other than Guild communications, except special uses considered by the Board that directly benefit the Guild as a whole and have been approved by the membership.

Article VIII. AMENDMENTS

Section 8.01 These By-Laws may be amended by a two thirds majority of total members present at any regular meeting. Any proposed changes shall be announced at a regular meeting one month prior to a vote on any change.

Section 8.02 These By-Laws shall be liberally interpreted, keeping the general welfare of the Guild in mind.

Section 8.03 Items not specifically covered by these By-Laws shall be outlined in the Policies and Procedures. The Policies and Procedures may be added to, amended or repealed by a majority vote of the Board.

Article IX. FINANCIAL ACCOUNTABILITY

Section 9.01 Fiscal Year: The fiscal year of the Guild shall be June 1 through May 31.

Section 9.02 Budget: Budget proposals for the following operating year are due from all officers and committee chairs by the March Board meeting. A Budget Committee, which is composed of the President, Vice President and Treasurer, will be responsible for preparing a budget for the upcoming operating year for approval by the Board at the April Board meeting.

Section 9.03 Audit: The financial books and records of the Guild shall be 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 X. DISSOLUTION OF ORGANIZATION

Section 10.01 The membership may vote to dissolve the Lodi Valley Quilters Guild at any general meeting of the Guild by a two thirds majority vote, provided that a motion to dissolve has been submitted in writing at the previous general meeting.

Section 10.02 The Guild shall be considered dissolved if there are an insufficient number of nominees for the Guild Board election to fill all Executive Offices and Public Relations. If other committee chairs are not filled, that function will not be available to the Guild for that year.

Section 10.03 Should the Guild be dissolved, after all bills are paid, the Board will decide where to distribute the assets, with the provision that it select 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.