

# **Houston Modern Quilt Guild**

## **Bylaws**

### **Article I - Name**

The name of this organization shall be Houston Modern Quilt Guild, to be referred to in this document as “the Guild” or “HMQG.”

### **Article II – Purpose and Mission Statement of the Guild**

Section 1. The mission of the Houston Modern Quilt Guild is to provide an environment that facilitates the creativity and concepts of modern quilt making. This is achieved by providing educational meetings, sponsoring quilting activities, conducting outreach into the community via charitable donations and promoting the appreciation and knowledge of modern quilts and quilting techniques.

Section 2. The Guild will operate as a 501(c)3 organization as an affiliate member of the Modern Quilt Guild, Inc. and will operate within the bylaws of The Modern Quilt Guild, Inc. As an unincorporated non-profit organization operating under the laws of the State of Texas, the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member.

Section 3. It is the intent of this Guild that no one member bears the financial burden of or profits from the Guild. All committees handling money will retain records of receipts and expenses and turn over monies received to the Treasurer. The Treasurer will be responsible for collecting funds and depositing funds into the Guild bank account. Expenses up to \$50.00 incurred by non-Officer members must be approved in advance by the Officer overseeing the committee for which said expenses are incurred. All expenses from \$50 to \$200 must be approved by the President. Expenses exceeding \$200 must be approved by a majority of the Board with the exception of Programming expenses. Programming expenses must be approved by a majority of the Programming Advisory Committee (See Article VI, Section 1c below). Expenses that required advance approval require the submission of the Approval form, signed by the approving Officer, to be submitted simultaneously with the Reimbursement form. A Reimbursement form for all expenses must be completed and submitted with receipts to the Treasurer as soon as possible, after expenses are incurred. Reimbursement shall be rendered as soon as fiscally possible to the indebted member.

### **Article III - Membership**

Section 1. Requirements. Personal membership in the Guild is open to any person who subscribes to the mission of the Guild. Membership becomes valid with payment of dues and completion of a membership form. Upon joining, members shall be supplied with a copy of the current bylaws. Annually, members shall be given access to the current bylaws and supplied with a copy of the current membership list, with the understanding that this membership list shall not be used for commercial purposes.

Section 2. Membership and Fiscal Year. The membership and fiscal year will run concurrently from January 1 through December 31. Each member is required to keep dues current. New members joining after July 1st will pay one-half of the annual dues.

Section 3. Guests. Guests are welcome to attend two (2) meetings free and are expected to become dues paying members no later than the third (3rd) meeting. Non-members shall sign in at each meeting.

Section 4. Privileges. Members will receive free admission to Guild meetings as scheduled, except for special programs where extra costs must be defrayed. Additional programs and workshops are subject to admission charges to the membership and guests, as predetermined by the Programming Advisory Committee.

Section 5. Dues. The amount of annual dues will be set by the Executive Board. If a new member withdraws from the Guild during the year, dues will not be prorated or refunded. Dues must be received in a timely manner to fund the Guild's business. The Executive Board reserves the right to set non-member fees. Arrangements for a payment plan may be made on a case-by-case basis with the current President and Past President by individuals otherwise unable to pay dues in full. Need-based Scholarships are available upon application to, and approval by, the current President and Past President.

#### **Article IV - Meetings.**

Section 1. The Guild shall schedule regular meetings monthly on the third (3rd) Saturday of each month. Changes in regular meeting dates and/or times will be approved by the Executive Board with notice to membership no later than 1 week prior to the meeting.

Section 2. The place of regular Guild meetings shall be arranged by the Vice-President of Programming.

Section 3. Special Meetings may be called by the President, other Board members, or by request of 25% of the membership. The purpose of the meeting shall be stated in the call of that meeting, and no other business shall be considered at the special meeting except that stated in the call of the meeting. All members are to be notified of special meetings by email and electronic posting on the Guild's website.

Section 4. When special workshops are held by guest speakers, members are accepted first, then nonmembers, as space permits.

Section 5. Regular Meetings of the Executive Board shall be held at such time and place to be determined by the President, but at least once every calendar quarter.

Section 6. Special Meetings of the Executive Board may be conducted through electronic mail.

## **Article V - Officers and Executive Board**

Section 1. Officers. The Guild shall have a President, President-Elect, Vice-President of Programming, Vice-President of Membership, Vice-President of Communications, Secretary, and Treasurer. They shall be elected by a majority vote of the membership at the November meeting (see Article 7). Any person holding office must be at least 18 years of age and a member in good standing. Newly elected officers shall assume their duties at the close of the December meeting and remain in office for one year or until their successors have been installed.

Section 2. Duties of Officers.

- a. President. The President shall preside at all meetings of the Guild and the Executive Board, shall appoint Chairs of all standing and special committees with the approval of the Executive Board, shall appoint a Parliamentarian (if desired), shall serve *ex officio* as a member of all committees except the Nominating Committee and the Financial Review Committee, and shall have general supervision of the work of the organization.
- b. President-Elect. The President-Elect will assist the President as required. In the absence of the President, the President-Elect shall conduct Guild meetings and/or Board meetings. In the event that the President cannot complete the term of office elected to, the President-Elect will assume all duties and responsibilities of the office of the President for the remainder of the term. The President Elect will oversee the following Committee: Financial Review.
- c. Vice-President of Programming. The Vice-President of Programming will develop a program calendar for speakers, demonstrations, and workshops. The Vice-President of Programming will invite guest speakers, arrange for workshop space and recommend applicable fees. The Vice-President of Programming will assist during each workshop or presentation and maintain a resource file of potential programs and speakers. The Vice-President of Programming shall perform duties as requested by the President. The Vice-President of Programming will conduct Guild meetings in the absence of the President and President-Elect. The Vice-President of Programming shall oversee the following Committees: Swaps, Challenges and Block-of-the-Month (BOTM) and Retreat.
- d. Vice-President of Membership. The Vice-President of Membership shall respond to all membership requests in person and online; ensure that members' dues are current;

- ensure that all pending members are notified two (2) weeks prior to their trial period ending; and remove from the membership list, expired members and pending members whose trial period has expired. The Vice-President of Membership shall perform duties as requested by the President. The Vice-President of Membership shall oversee the following Committees: Charity, Social, and Sunshine.
- e. Vice-President of Communications. The Vice-President of Communications shall maintain the Guild website, social media accounts, and communications to the members, posting current information in a timely manner. The Vice-President of Communications shall work with the President, President-Elect, and Vice-President of Programming to draft all communications and disseminate same to the membership. The Vice-President of Communications shall perform duties as requested by the President.
  - f. Secretary. The Secretary shall keep a factual and unbiased record of the proceedings of all meetings and the Executive Board, prepare and post minutes on the Guild website for the approval of all members, shall be a custodian of all permanent records of the Guild, and shall perform such additional duties as may be required of the office. The Secretary will conduct Guild meetings in the absence of the President, President-Elect and Vice-President of Programming. The Secretary shall oversee the following Committees: Industry Liaison.
  - g. Treasurer. The Treasurer shall have the care and custody of the Guild's funds. The Treasurer shall pay all bills and sign all checks with the President's authorization. The Treasurer shall file a quarterly report to the membership and prepare monthly reports to the Executive Board. By January 15, following the close of each fiscal year on December 31, the Treasurer shall submit their financial records to the Financial Review Committee for an end-of-year review. The President shall be signatory on all Guild checking accounts along with the Treasurer.
  - h. For more specifics concerning the duties of each office, consult Addendum I.

Section 3. Executive Board. The Executive Board shall consist of the elected Officers, the immediate Past President (who shall serve as an advisor, *ex officio* without a vote except in the case of a tied vote, in which case they shall vote to break the tie), and the Parliamentarian (if appointed, who shall serve *ex officio* without a vote).

Section 4. Duties of the Executive Board. The Executive Board shall have the authority to transact any necessary business between meetings, to make recommendation as to the policies of the Guild, to advise the President, and to fill vacancies that occur between elections by a two-thirds (2/3) vote of the Board members present and voting with exception of a vacancy in the presidency, in which case the President-Elect shall assume the office of President and the Executive Board shall decide whether to elect a new President-Elect to fill the remainder of the term or leave the position vacant. It is the duty of each Board member to have regular attendance at monthly HMQG meetings. Officers

who miss 3 or more regular Guild meetings, without prior notice and without facilitating a substitute to handle their responsibilities at such missed meetings will be notified by the President that they are failing to fulfill their duties as an Elected Officer. If such Officer continues to fail to fulfill their duties, a majority of the Executive Board may vote to remove such Officer from their office. (See Article 7:4 for Replacing an Officer Vacancy). Committee Chairs who are not fulfilling their duties may be removed and replaced at the discretion of the President. Board members who are unwilling to fulfill their duties may submit a resignation in writing to the President.

Section 5. Term of Office. All officers and committee chairs shall serve for a period of one (1) year. No member may hold more than one elected office at a time. To be eligible for an Elected Officer position a nominee must have been a member in good standing for at least six months immediately prior to nomination. No officer or committee chair may serve in the same position for more than two (2) consecutive terms.

## **Article VI - Committees.**

Committees are created for the purpose of assisting the Executive Board in carrying out activities and responsibilities in maintaining and growing the Guild. Committees can be suggested by any member, but only the Executive Board can officially create or dissolve a committee. Any Guild member in good standing can belong to one or multiple committees, so long as their membership is current and they can fulfill tasks as needed.

Section 1. Standing Committees. The standing committees shall include Program Advisory Committee, Charity, Industry Liaison, Social, Sunshine, Swaps, Challenges & BOTM, and Retreat (See Addendum II for specific duties of Committee Chairs)

- a. Appointment of Standing Committee Chairs. Members shall self-nominate for Standing Committee Chair positions at the November meeting after annual elections are completed. Chair appointments shall be made by the incoming new President, prior to the January meeting. The President may, in their own discretion, appoint co-chairs for any Guild committee.
- b. Standing Committee Duties. The standing committees shall outline programs for action in their respective fields for consideration and adoption by the Executive Board and shall carry out such duties as may be prescribed by the Executive Board and/or Standing Rules.
- c. Programming Advisory Committee Duties. The Programming Advisory Committee, comprised of the Past President, President, President Elect, current Vice-President of Programming, and the immediately prior Vice-President of Programming, shall be responsible for approving proposed programming events and workshops, and setting prices for same, by a majority vote of the members of such committee.

Section 2. Special Committees. The special committees include Financial Review Committee, Bylaws Review Committee, and Nominating Committee. The President and/or Executive Board as deemed advisable may appoint other special committees. These committees shall be formed only for the duration of their service.

- a. Financial Review Committee. The Financial Review Committee, consisting of at least 2 members in good standing, shall be approved by the Executive Board no later than November 30, and shall review the books of the previous year by February 28th of the current year and shall submit its report to the Executive Board prior to the regular meeting in March. The Treasurer shall be present at the review. Financial Records should be returned to the current Treasurer as soon as possible following the conclusion of the financial review.
- b. Bylaws Review Committee. The Bylaws Review Committee (Article 10, Section 2) shall be convened by the February meeting in even-numbered years to examine the applicability of the bylaws, based on current Guild practices. The Bylaws Review Committee shall report to the membership no later than the May meeting with any recommended changes or a recommendation of no change.
- d. Nominating Committee. A nominating committee of 3 members in good standing, including the current Past President and 2 members who are not currently Officers, shall be formed by the July meeting. The Nominating Committee Chair shall be the current Past President. The Committee shall report nominees for each office at the October meeting. The Chair shall collect online proxy ballots prior to the November meeting and facilitate the election at the November meeting.

Section 3. Ad hoc Committees. The President, with approval of the Executive Board, may establish additional committees at any time during the year and for any duration of time. Once established, ad hoc committees will operate with the same responsibilities as standing committees.

## **Article VII - Nominations and Elections.**

Section 1. Nominations. The Nominating Committee (Article VI, Section 2c) shall advertise the open Officer positions during July and August, describing the duties of each office and soliciting volunteers to run for all offices. At the September meeting, the Committee will present members who have self-nominated (volunteered) to the Guild. If, after self-nomination closes, any Officer positions remain open, the Nominating Committee shall nominate members for these open positions. Nominees shall be members in good standing. Any nominations made by the Nominating Committee will be made with the consent of the nominee. All nominees will be announced at the October meeting and given an opportunity to speak for themselves in front of the membership.

Section 2. Elections. Elections shall be held at the November meeting, and nominations from the floor shall not be allowed. Where there is only one candidate for office, election may

be by voice vote. Where there is more than one candidate for an office, election shall be by paper ballot. A plurality vote shall elect. Only members of good standing may vote in the elections. The ballot shall be posted online at least 2 weeks prior to the November meeting, such that members who cannot attend the November meeting can vote online prior to the November meeting to be counted as an absentee ballot. Only one vote per member will be counted as valid. In the case of duplicate votes, the first vote cast will be the vote counted.

Section 3. Installation. Officers shall be installed at the December meeting or social function. Outgoing officers shall turn over all files and documents relating to the office to the incoming officers ***no later than 15 days following the December meeting.***

Section 4. Vacancies. Vacancies in unexpired terms (except President) shall be filled by appointment of willing individuals in good standing. Such appointments shall be made by the Executive Board. In the event that the President cannot complete the term of office elected to, the President-Elect will assume all duties and responsibilities of the office of the President for the remainder of the term and the President-Elect position will be filled by appointment of willing individuals in good standing.

## **Article VIII - Quorum and Voting**

Section 1. Quorum for Regular Meeting. A quorum for a regular meeting shall be 30% of the full membership.

Section 2. Quorum for Executive Board. A quorum for an Executive Board meeting shall be a majority of the Executive Board.

Section 3. Voting. Any decisions made by the voting of the general membership shall be made by a majority of the members present at a regular or special meeting, when all members have been notified. Provision is made for absentee voting only for election of officers. No provision is made for absentee or proxy voting for other calls to vote.

## **Article IX - Effective Date**

These bylaws become effective immediately upon their adoption by majority of members present and voting.

## **Article X - Amendments to Bylaws**

Section 1. Amendment. These bylaws may be amended by a two-thirds (2/3) vote of the members in good standing present and voting at any regular meeting of this organization, provided notice of the proposed amendment has been given in writing to all members at least thirty (30) days prior to the meeting. Posting proposed amendments to the Guild website is acceptable as written notice provided the time requirement is met.

Section 2. Review. In even-numbered years the President shall direct a Bylaws Review Committee to examine the applicability of the bylaws, based on current Guild practices. The Bylaws Review Committee shall report to membership no later than the May meeting with any recommended changes or a recommendation of no change. The membership shall consider the Committee report for a minimum of one month prior to voting. Any Bylaw revisions will take place immediately upon adoption.

## **Article XI - Dissolution**

This Guild can be dissolved by a 2/3 vote at any regular meeting, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been transmitted to all members of the Guild. In the event of dissolution, the Executive Board shall make payment of all liabilities of the Guild and then distribute any remaining assets to organization(s) which qualify as nonprofit under the laws of the State of Texas and as determined by general membership vote.



## **Addendum I**

### **Officers-Duties and Responsibilities**

#### **President**

- Facilitates the running of the Guild
- Primary liaison with the Modern Quilt Guild
- Plans monthly Guild Meetings
- Plans Board Meetings in accordance with Bylaws
- Coordinates submission of information to Vice-President of Communications for the monthly Newsletter or other Guild communication, as needed
- Member of biannual Bylaw Review Committee
- Primary line of communication to the Guild members
- Maintains open and welcoming atmosphere in the Guild

#### **President-Elect**

- Learns the workings of the HMQG
- Backs-up the President, should they become unable to fulfill their duties
- Maintains Guild Calendar
- Supports other elected officers and committee chairs in their duties
- Oversees and supports the following committee: Financial Review

#### **Vice-President of Programming**

- Schedules and books rooms for regular meetings as well as for special events
  - Coordinates room set-up for meetings and workshops
- Researches and plans workshops and other activities for the Guild
- Coordinates with instructors and lecturers regarding their events including:
  - signing contracts
  - arranging housing and transportation
  - payment of events
- Supervises or delegates the supervision of workshops and events to ensure they run smoothly
  - Oversees and supports the following committees: Swaps, Challenges, and BOTM
  - Retreat

#### **Vice-President of Membership**

- Should be the first face visitors see when coming to the Guild meetings
- Maintains Guild membership roster, including
  - MQG database so members have access to national website
  - Guild records, including email address database so members receive newsletters in a timely manner
- Connects with National membership rep to resolve membership issues
- Distributes membership cards

- Works with Guild officers and committee chairs to develop sign-ups and track attendance for Guild events
  - Provides pertinent information to Vice-President of Communications for sending to the membership
- Oversees and supports the following committees:
  - Charity
  - Social
  - Sunshine

### **Vice-President of Communication**

- Develops and maintains all aspects of Guild website
- Develops and maintains all aspects of Guild social media accounts
- Prepares and sends out communications to the general membership including, but not limited to, monthly newsletter, meeting reminders, and meeting wrap-up emails

### **Treasurer**

- Responsible for all financial matters related to the Guild
  - Collects all incoming money on behalf of the guild including, but not limited to, membership dues, workshop payments, retreat payments, and charitable donations
  - Deposit Guild funds in Guild bank account
  - Maintains Guild Paypal account
  - Prepares necessary Paypal links to facilitate payment for Guild membership and activities
  - Pays bills on behalf of the Guild
  - Maintains Guild financial records
- Provides necessary tax letters for donations to the Guild
- Prepares necessary Federal and State tax forms and applications
- Works with President and Financial Review committee to accomplish a yearly audit as required by the Bylaws

### **Secretary**

- Records the minutes of each Guild and Board meeting
- Publishes all minutes within a week of the meeting
- Writes necessary thank-you notes on behalf of the Guild
- Keeps the written records of the Guild
- Maintains Guild library
- Overseas and supports the following committees: Industry Liaison

## **Addendum II**

### **Committee Chairs-Duties and Responsibilities**

#### **Charity**

- Works with Vice-President of Membership and Vice-President of Programming to Coordinate Charity projects.
- Plans Charity sewing events
- Secures Charities for the Guild to sponsor
- Secures and maintains donations of fabric and supplies
- Reports to Vice-President of Membership

#### **Industry Liaison**

- Maintains the HMQG relationship with the greater Quilting Industry
- Secures donations for both Guild events, including meetings, retreats, and Meet-up
- Reports to Secretary

#### **Retreat**

- Secures dates and locations for Guild Spring and Fall Retreats
- Facilitates registration for Retreats
- Plans programming for the Retreats
- Works with Industry Liaison to secure donations for door prizes
- Reports to Vice-President of Programming

#### **Social**

- Plans Social events for Guild members, outside of regular Guild meetings
  - secures location for the events
  - works with Communications to publicize the events
- Reports to Vice-President of Membership

#### **Sunshine**

- Coordinates quilts given to members for weddings and new babies
- Sends out cards to members when necessary for sympathy or illness
- Facilitates Birthday acknowledgment
- Reports to Vice-President of Membership

#### **Swaps, Challenges and Block-of-the-Month (BOTM)**

- Works with Programming to coordinate Swaps, Challenges and Block of the Month for the Guild members
- Reports to Vice-President of Programming