

Quilters Guild of Indianapolis, Inc.

CONSTITUTION AND BYLAWS

Revised January 2025

ARTICLE I - NAME

The name of the organization shall be QUILTERS GUILD OF INDIANAPOLIS, INCORPORATED, hereafter referred to as QGI or "the Guild."

ARTICLE II – OBJECT

The purpose of the Guild is:

- To impart knowledge of arts and craftsmanship associated with needlework with emphasis on quilting and patchwork
- To further interest and encourage women and men in the performance of these arts
- To educate, learn, preserve, and pass along what information exists about needlework with emphasis on quilting, patchwork, and allied arts
- To exchange knowledge and information in these arts among the members of the Guild

ARTICLE III – MEMBERSHIP

Section 1

Membership shall be limited to individuals over the age of 12 years who show a love of quilting and patchwork. Individuals seeking membership will provide name, email, phone number, and address for the online membership directory and pay yearly assessed dues.

Section 2

A guest may attend two meetings before becoming a member.

Section 3

Paid members are eligible to attend all Guild meetings and functions.

Section 4

Members shall make a fabric name tag within two months of joining the Guild.

Section 5

New members shall be given access to the *Constitution and Bylaws which are available on the QGI website Home page under About Us.*

Section 6

A roster of the current members shall be available under the QGI website, Members only section. It is only for the personal use of members.

ARTICLE IV – DUES

Section 1

Dues will be assessed annually and will be payable at the January meeting. The amount of dues is determined by the Board.

Section 2

Only members whose dues are paid shall be entitled to vote at the annual election on matters of policy and on amendments to the bylaws.

Section 3

Renewing members owe the full amount of yearly dues, regardless of the month of renewal. (A renewing member is any person who has been a member of QGI in any previous year.)

Section 4

New members pay the full amount of yearly dues when joining QGI in January through June. In July through October, the new member will pay half the yearly amount. In November and December, the membership fee will be waived with a paid membership for the next year.

ARTICLE V – OFFICERS AND EXECUTIVE BOARD

AND THEIR RESPECTIVE DUTIES

Section 1

The officers of the Quilters Guild shall be President, Vice President, Secretary, Treasurer and Show Chair, and hereafter known as the Executive Committee.

Section 2

The President shall preside at all meetings of the Guild. The President shall appoint the standing committee chairs to serve for one year and shall be an ex-officio member of all committees except the nominating committee. At her/his discretion, and, after consultation with the Executive Committee, the President shall act on minor matters whenever they cannot be taken up at a regular meeting. In the event that neither the President nor the Vice President is able to attend a general meeting, the President shall appoint someone to conduct the business of the Guild. The outgoing President shall act as an advisor for the Guild for one year in the year immediately following the term of office.

Section 3

The Vice President shall conduct the business of the Guild during the absence of the President. The Vice President is the President-elect for the following year, as well as the current Membership Chair. As Membership Chair, the Vice President focuses on getting to know the membership, welcoming new members, and processing memberships. In addition, the Vice President shall periodically send out monthly meeting reminders and important announcements by email. If desired, the Vice President may appoint members to assist in processing memberships. If the office of President becomes vacant, the Vice President shall succeed to the office of President for the remainder of the term of the office.

Section 4

The Secretary shall keep a record of all meetings; shall conduct all correspondence; and shall keep all records, documents, and copies of all correspondence pertaining to the activities of the Guild on file. A copy of the Constitution and Bylaws and any amendments thereto shall be kept in

the book of minutes. The Secretary shall email Board meeting minutes to all Board members at least two weeks before the next Board meeting and shall provide copies of the Board meeting minutes for those without email access. The Secretary shall make available a copy of the Board meeting minutes to any Guild member on request.

Section 5

The Treasurer shall serve a term of two years. The Treasurer shall keep an account of all monies received and make payments and disbursements. The Treasurer shall assist in the preparation of the budget for the Guild. She/he shall make an end-of-year report to the membership in January. In the event of the Treasurer's inability to act as Treasurer, the President is *also authorized to make such payments and disbursements, until such time as a new Treasurer is appointed or elected to fill any vacancy of the office. The Treasurer shall be responsible for filing tax forms and the annual report for her/his year in office. The annual report to the state must be filed by the end of the quarter following the end of the fiscal year. The annual report forms are provided by the state. The Treasurer shall post a detailed financial statement on the Members Only tab of the Guild website following a Board meeting. At the end of the Treasurer's term, she/he shall submit the Guild financial records for an internal review by a person or group selected by the guild president. The findings of this review should be submitted to the board after completion.*

All checks for the amounts of \$700.00 or greater in the Guild's General Account shall be co-signed by the Treasurer and the current Guild President to make the endorsement consistent with bank requirements.

Section 6

The Show Chair shall serve for a term of two years. The Show Chair shall conduct the business of planning, executing, and finalizing the forthcoming Guild quilt show. Specific responsibilities include locating and contracting for a site for the show, preparing a budget for the show with the Guild Treasurer, appointing committee chairs as necessary for conducting the show, monitoring these chairs' progress, and reporting show progress at each Board meeting. The estimated budget for the quilt show shall be

presented to, and approved by, the Guild Board. Show committee chairs shall report to the Show Chair, who is accountable to the Guild Board. The Show Chair shall have in her/his possession all Show Reports from previous shows and will pass them on to her/his successor, with the final show report, by December 31 of the show year.

Section 7

The elected officers, Chairs of the following Standing Committees: Media (Newsletter, Website, Publicity and Advertising), QGIS, Programs, QGI North, and the past President shall constitute the Guild Board. It shall be the responsibility of the Guild Board to create and approve an annual budget and to report this budget to the membership at large via publication on the QGI website, Members only section.

Each Board member shall have one vote on all questions of policy and present recommendations to the Guild. Any Standing Committee as listed in Section 7 having two or more chairpersons will be allowed one vote. A simple majority will constitute a quorum for voting purposes. No one individual may serve in two voting positions at the same time.

Section 7.5

Each of the ten voting members of the Board shall have one vote on all questions of policy and present recommendations to the Guild. Any committee listed in Section 7 that has two or more chairpersons will be allowed one vote. To hold a vote on questions of policy, a quorum of the voting members of the Board must be present. Assuming there is a quorum and a vote is called for, then a simple majority of the voting members present will determine the vote. No single individual can serve in two voting positions at the same time. Voting by email is allowed when circumstances require a vote and a meeting is not possible. Adequate timing must be given so that all voting members have the opportunity for discussion prior to the vote. A quorum of all voting members is required to determine the vote via email.

Section 7.6

Additional Committees may include, but are not limited to the following: Baby Quilts, Bees, Block-of-the-Month, Charity Quilts, Community

Education and Resources, Historian, Hospitality, Junior Quilters, Logo & Fund Raising, Quilt Association Liaison, Quilts of Valor, Retreat, Show & Tell, Social Media, Special Projects/Sunshine, and Technology. Committee Chairs shall submit a report to the board at least 2 days prior to each Board meeting if requested by the Board. Committee Chairs shall submit an annual report to the outgoing Board at the end of the calendar year to summarize accomplishments and responsibilities.

Section 8

If a vacancy occurs in the Guild Board, the Guild Board shall have the right to fill the vacancy for the remainder of the unexpired term of office.

ARTICLE VI – SPECIAL ACTIVITIES

Section 1

A quilt show may be held biennially.

Section 2

The Show Chair will appoint the Show Committee.

Section 3

In conjunction with the Quilters Guild of Indianapolis biennial Quilt Show, the Quilt Show Committee may construct a quilt as a fundraiser. If the Quilt Show Committee creates a quilt and raises funds, the Quilt Show Committee may recommend to the Guild Board that a portion of these funds be donated to a charitable organization (other than QGI). If the Guild Board agrees to donate a portion of these funds to a charitable organization (other than QGI), no more than 25% of the net profits may be donated.

Section 4

In conjunction with the Quilters Guild of Indianapolis biennial Quilt Show, the Quilt Show Committee may hold a quilt auction as a fundraiser. If the Quilt Show Committee holds a quilt auction and raises funds through the sale of these quilts, the Quilt Show Committee may recommend to the Guild Board that a portion of these funds be donated to a charitable organization (other than QGI). If the Guild Board agrees to donate a portion

of these funds to a charitable organization (other than QGI), no more than 50% of the net profits may be donated.

ARTICLE VII – NOMINATING COMMITTEE

Section 1

The President shall be responsible for the appointment of a Nominating Committee, which shall consist of three members, chosen annually in July.

Section 2

Every year, the Nominating Committee shall prepare a list of candidates for the offices of Vice President and Secretary in its list of offices to be filled. Candidates' names shall be presented at the September annual meeting.

Section 2.5

The Nominating Committee shall prepare a list of candidates for the offices of Vice President, Show Chair, Treasurer, and/or Secretary as terms expire.. Treasurer and Show Chair will serve two-year terms. Candidates' names shall be presented at the September meeting.

Section 3

Each nominee for office must give consent to accept the nomination for office and be fully advised as to the responsibilities of that office.

Section 4

The Chair of the Nominating Committee shall conduct the election of officers at the annual meeting (the General Meeting in October). A quorum of the paid membership must be present at this meeting in order to conduct the vote. Nominations from the floor shall be in order. If there is more than one candidate for the same office, election shall be by ballot, and a majority vote shall elect. Ballots will be counted by the Secretary, Treasurer, Member at Large, and Chair of the Nominating Committee (as long as the member is not a candidate for office). If there is only one candidate for each office, it will be in order for the Chair of the Nominating Committee to ask the membership to show their approval for the slate of officers presented with a show of hands.

ARTICLE VIII – MEETINGS

Section 1

There shall be one general meeting on the second Thursday of each month at which all official Guild business shall be conducted. Additional satellite meetings may take place at times and places agreed on by the membership.

Section 2

The annual meeting for the election of officers shall be in October. **Section**

3

Newly elected officers shall assume their duties January 1, with the exception of the Vice President, who shall assume his/her duties as soon as possible after the election.

Section 4

Meetings of the Guild Board shall be held at the call of the President. Board meetings are open to all current members.

ARTICLE IX – QUORUM

A quorum of the general meeting shall be one-fourth of the membership. A quorum of the voting members of the Guild Board shall be at least six of the ten voting Board members.

ARTICLE X – ORDER OF BUSINESS

The order of business at meetings of the Quilters Guild shall be at the discretion of the President and may include the following:

- Call to order
- Announcements
- Greeting of members and guests
- Report of officers and committees
- Unfinished business

- New business
- Program
- Show and Tell and door prizes
- Adjournment

ARTICLE XI – PARLIMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern all proceedings except where inconsistent with the provisions of the Bylaws of the organization.

ARTICLE XII – AMENDMENTS

Provided that there is a quorum present, the Constitution and Bylaws may be amended at the General meeting of the Guild by a two-thirds vote.

Notice of any Bylaw amendments shall be published 30 days before a vote.

ARTICLE XIII – ADDRESS

In keeping with the guidelines for incorporation, the Guild will maintain a registered agent with a registered physical office or address, other than a post office box, located in the state of Indiana for the purposes of serving a summons or other legal communication. Typically this is the Guild Treasurer. The guild shall notify the state if the agent or agent's address changes. The Guild's official address is P.O. Box 50345, Indianapolis, IN 46250-0345. The President keeps one key and will designate one other elected officer to control the second key to this post office box to be used as they deem necessary.

ARTICLE XIV – DISSOLUTION of QUILTERS GUILD OF INDIANAPOLIS

Section 1

The membership may vote to dissolve the Quilters Guild of Indianapolis at any general meeting of the Guild by a two-thirds vote, providing that there is a quorum present and a motion to dissolve has been submitted in writing at the previous general meeting.

Section 2

In the event of dissolution, the Executive Board shall, after paying or making provisions for payment of all of the liabilities of QGI, all remaining assets shall be distributed to a 501 (c) organization with similar purposes. No funds shall go to benefit the Executive Board of QGI or its members.