

UNCOMMON THREADS QUILT GUILD BY-LAWS

ARTICLE I: NAME

The name of this organization is UNCOMMON THREADS, of Memphis, Tennessee.

ARTICLE II: PURPOSE

The Guild was formed in 1995 to bring together persons who share a common interest in quilts. Our purpose is:

Section I:

To provide an environment where all members and visitors are welcomed and receive encouragement in their quilting efforts regardless of experience level.

Section II:

To provide members the opportunities to learn new quilting techniques, to further develop their quilting skills, and to increase their knowledge of quilt-related topics.

Section III:

To promote the appreciation of quilts and to perpetuate the art of quilting through the support and sponsorship of quilting activities.

Section IV:

To make a contribution to our community.

Section V:

To encourage and actively promote the highest ethics in all quilt-related activities.

ARTICLE III: MEMBERSHIP

Section I: Qualifications

The Guild may not, by law, prohibit membership on the basis of race, sex, ethnic background, age, religion or place of residence.

A Youth membership will be available for all individuals ages 12-17 interested in quilt making. Their dues will be one-half of the cost of full adult membership. They will hold voting rights and membership benefits, with the exception of adult restricted events and certain Executive Board positions. They will receive the newsletter, may attend workshops and programs, and serve on committees. They may serve on the Executive Board only as the Youth Member Representative. The Youth Member Representative shall be a Special Committee on the Executive Board.

A member in good standing is current on membership dues and not under any guild disciplinary action.

Section II: Non-Member attendance

A non-guild member is welcome to attend up to two (2) regular meetings during a fiscal year before joining the guild, but will be required to pay the appropriate dues before attending any further meetings in that fiscal year.

Section III: Participation Status

A member may vote on all matters discussed at the meeting and in any respective way have a vote in the organization. A member shall receive all organization newsletters. All members are encouraged to participate on Guild committees. A member has first priority in Guild activity registrations. Each activity

shall have its own period of membership registration, after which such time it will be open to non-members. The membership registration period commences after written publication in the newsletter.

Guild owned property can only be in the custody of a Guild member in good standing.

Section IV: Dues

Annual dues are determined by the Executive Board and presented to the membership for approval. A proposed change in the amount of dues shall be published in the newsletter prior to the scheduled vote and voted on no later than the April meeting. The change requires a 2/3 majority affirmative vote of members present at the regular membership meeting.

Dues are collected when a person joins the Guild and by the first meeting of the fiscal year thereafter. Dues for new members will be pro-rated on a quarterly basis.

Current dues must be paid for a member to be considered an active member in good standing, who is entitled to vote in the Guild, to receive the monthly Guild newsletter, and to participate in Guild activities.

Section V: Disciplinary Procedures

The rules contained in Chapter 20 Section 60 of the current edition of *Robert's Rules of Order*, Newly Revised, shall govern all disciplinary procedures.

ARTICLE IV: MEETINGS

Section I: Membership Meetings

Meetings are held once a month on a weekday evening. The exact schedule is determined annually and meeting notices are provided in the Guild monthly newsletter. Our year runs from June 1-May 31.

A quorum for the purpose of conducting guild business at the regularly scheduled and published meeting shall be the number of total paid members in good standing who are in attendance at that meeting. A simple majority vote shall decide any motions on the floor.

Additional meetings may be called as needed by the President or Executive Board with written notice to all members.

Members requesting time on the agenda of a membership meeting are asked to notify the President at least one day prior to the meeting.

Section II: Executive Board Meetings

The executive board meeting shall be held at least once a month no more than 16 days prior to the regular membership meeting.

The president may call additional board meetings as needed

All executive officers, standing committee chairmen, and the parliamentarian are required to attend. All required attendees must be notified no later than seven (7) days prior to the meeting of the date, time and location. If they are unable to attend, a written report must be submitted to the president or vice-president for the meeting.

Committees shall present all their recommendations to the Executive Board. The Executive Board shall then review the recommendations of the committee. The committee chair will present the final recommendation to the general membership for approval before taking action.

A quorum of the Executive Board shall consist of at least six (6) of the required attendees. All standing committee chairs in attendance, the past president, the vice president, recording secretary, corresponding secretary, and treasurer shall be voting members of the Executive Board. The president shall vote to break a tie vote, the parliamentarian shall not vote.

A board member who misses three (3) or more executive board meetings may be asked by the president to step down from their position.

Special committee and ad hoc committee chairmen may attend as requested.

The executive board meetings are open to all members of the guild.

ARTICLE V: OFFICERS

Section I: Officers/Executive Board

Officers of Uncommon Threads shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer and the immediate past president. The executive board shall consist of all officers and standing committee chairmen, including the parliamentarian.

Section II: Elections

A candidate for an office shall be a member in good standing for a period of one year, and have attended a majority of the regular membership meetings. A candidate for President shall have served on the executive board for at least one year within the previous five years.

Nomination of officers is conducted by a nominating committee which shall consist of seven members as follows: Immediate past president, who serves as chairmen, three current board members and three members-at-large. Members-at-large are to be active members in good standing in the guild and elected from the floor at a general membership meeting. This committee shall be established at least two months prior to the annual election and shall present a slate of nominees to the membership at the meeting prior to the election. At this time nominations from the floor will be taken for inclusion on the ballot.

The slate of officers will be published in the newsletter immediately preceding the meeting at which the vote is taken. An official ballot will be provided for voting at the meeting and a majority will elect. If the slate of officers is unopposed, then a paper ballot will not be required and they can be elected by acclamation. If more than one person is a candidate for an office, then a written ballot will be required.

Absentee ballots will be made available for any officer election or By-Laws amendment changes for any member in good standing. They must request one, individually, from the head of the nominating committee. If there is not a current nominating committee requests must be made to the Parliamentarian. All sealed absentee ballots must be received and given to the head of the nominating committee, or the Parliamentarian in the event of an absence of a nominating committee, by the start of the general meeting during which the vote is conducted. The member must present the name of the voter to the head of the nominating committee when the absentee ballot is given. No absentee ballots shall be accepted once the meeting has begun regardless of whether the vote has taken place.

Ballots will be counted by three members of the nominating committee not on the ballot.

All officers are elected for a term of one year and will serve until the new officers are installed. If an officer is unable or unwilling to serve for their stated term of office, a new nominating committee shall be formed for that office and normal election procedures will apply.

Newly elected officers shall assume the duties of their respective offices on June 1 following the election. The first Board meeting of the year will be a joint meeting of current board members and newly elected

board members to take up unfinished business of the outgoing board. The outgoing board members will turn over all materials to their successors. All outgoing officers and committee chairmen shall provide an End of the Year Report to be given to the President at the May Board Meeting.

Section III: Duties

President - the president shall preside at all meetings of the Uncommon Threads Quilt Guild; will sign contracts as representative of the guild after the executive board's recommendation and the general membership's approval; shall appoint chairmen of standing, special and ad hoc committees with the approval of the elected officers; be an ex-officio member of all committees except the Nominating Committee; shall not have a vote, except in case of a tie; appoints a Parliamentarian; calls for ad hoc committees as shall be needed; is one of the signators required on Guild checks; shall perform duties as incidental to the office. The President, immediately upon completion of the normal term of office, shall become an ex-officio member of the Board, with vote, for one year.

Vice-President - shall in the absence of the President, perform all the duties of the President and shall assume the presidency if for any reason the President is unable to finish the term of office; shall, by tradition, but not mandatorily, become a candidate for President the following year; is an ex-officio member of all special committees and is responsible to the Executive Board for all special committees.

Recording Secretary - shall keep a careful and authentic record of the proceedings of all business meetings of the organization and of the Board; send to the president a copy of the minutes as soon as possible after the meeting; read the minutes for approval by the assembly, when requested by the presiding officer; allow members to examine the minutes on request; in the absence of the president and vice-president call the meeting to order and immediately conduct the election of a chairmen pro tem; have at each meeting the minutes book, bylaws, rules, list of members, list of members of committees, agenda, ballots, and other supplies that may be needed; prepare an agenda, when requested by the president. Show the exact order of business to come before the assembly, including business recorded as incomplete in the minutes of the previous meeting; be custodian of all papers belonging to the organization, not under the charge of any other officer; maintain the official role of members and call the roll when requested; supply committees with all papers referred to them; sign, with the president, all the official acts, orders, and proceedings of the organization; update bylaws, standing rules, etc., from amendments recorded in the minutes; carry out administrative and executive duties outlined in the bylaws or directed by the president, board, or assembly; prepare a report to be given at the annual meeting.

Corresponding Secretary - takes the recording secretary's place if the recording secretary is not at the Board or general meeting; conducts the official correspondence of the organization, except that which naturally falls to other officers and committees; sends out notices of meetings.

Treasurer - the treasurer shall act as custodian of the funds, keep all Guild related financial records and present an itemized written account of receipts and disbursements at each Executive Board meeting. Guild funds are restricted to the official business of the Guild. The treasurer shall be responsible for the payment of services and/or materials to any organization or any individual who has been engaged by the Guild for the purpose of lecture, workshop or other authorized Guild expenditure or activity. The Treasurer shall follow the regulations of the Internal Revenue Service, the State of Tennessee and local regulations. The treasurer shall make the books available for an annual audit, with respect to the operation of a non-profit organization. The treasurer shall be the keeper of the checkbook and all checks must be signed by the treasurer and one other executive officer (usually the President); the treasurer shall deposit all funds in depositories as the Executive Board may select; the treasurer shall make books available for audit no later than 30 days following completion of her term of office; will submit an annual budget for the Guild and all committees to the Executive Board at the beginning of the year. This budget shall be reviewed by the Board and submitted to the membership for approval. The treasurer shall be a member of the Retreat Committee and the Program/Workshop Committee.

Parliamentarian - the parliamentarian is responsible for assisting the President in the running of the monthly meeting in accordance with *Roberts Rules of Order*; is a non-voting advisor to the Executive Board; is the Chair of the Bylaws committee.

ARTICLE VI: COMMITTEES

Committee chairmen must be members in good standing. Members may volunteer or be asked to serve by the Executive Board. All positions are subject to Executive Board approval.

Committee chairmen shall be provided an annual budget at the beginning of the guild year. The chairmen are responsible to administer their function within the scope of the budget. Any expense more than 5% over the approved committee budget must be brought before the Executive Board, published to the membership and then approved by majority of the general membership at a general meeting.

Section I:

All standing committee chairmen will furnish progress reports at the executive board meeting.

The following are standing committees: program/workshop, newsletter, membership, ways & means, publicity, community service. Special committees may include but are not limited to the following: block of the month, beekeeper, hospitality, librarian, special projects, retreat, show and tell.

Program/workshop - The program committee will be responsible for planning the programs and special workshops for the monthly guild meetings from September to August. Workshop speakers and program speakers may be scheduled in advance with the Executive Board's approval. The retreat chairman and the treasurer will be members of this committee.

Newsletter - The newsletter chairman shall be responsible for obtaining information of interest to guild members, assuring publication, addressing and mailing newsletters to members in sufficient time to be read by the membership prior to the monthly meeting.

Membership - The membership committee is responsible for soliciting new members, collecting dues, producing and maintaining an accurate roster of members' names and addresses. The membership roster and mailing list are the property of the Guild. This list is only available to guild member operated, quilt related businesses. Those members who do not want their names released are so noted.

Ways & Means - The ways and means committee is responsible for fund raising to supplement the dues, in order to provide funds for programs and other expenses. The treasurer is a member of this committee. All fundraising activities must conform to all federal, state and local statutes. The chairman will be asked to serve as treasurer if for any reason the elected officer is unable to serve until the new treasurer is elected.

Publicity - The publicity committee is responsible for keeping the public informed of the activities and accomplishments of the Guild.

Community Service - The community service committee is responsible for the selection and implementation of any charitable projects to be undertaken by the Guild.

Section II:

Special committee chairmen are not required but may be asked to attend monthly board meetings. Special committees can be of limited durations. Special committee chairmen report to the vice-president. The following are examples of special committees, but are not necessarily limited to these:

Block of the month - The block of the month committee is responsible for submitting a pattern to the membership.

Beekeeper - The beekeeper provides membership with information regarding Guild related bees.

Hospitality - The hospitality committee is responsible for securing refreshments, serves as hostesses at the meetings, supervises the serving of any refreshments and is responsible for clean-up after each meeting, may appoint a greeter and a clean up crew.

Librarian - The librarian will be responsible for all patterns, books, videos and articles on quilt construction which are owned by the Guild. She will check these out to members at the regular meetings, check in returning books, and she will assess a fine to any member keeping any item out over 60 days, at the rate of \$1.00 per month. Each person checking out items from the Guild shall be responsible for said items and shall pay replacement cost if lost.

Special Projects – The special projects committee shall handle special events, and/or projects as designated by the president; shall be responsible for obtaining any door prizes and handling distribution; shall be responsible for compiling information for the Guild scrapbook and shall display the scrapbook at Guild events.

Retreat – The Guild sponsors at least an annual retreat for the adult membership usually on a weekend. The retreat is open to all members in good standing on a first come first serve basis. The retreat committee is responsible for planning, organizing, selecting the date and location, and arranging for activities to be conducted. Retreat chairman shall present a status report, including estimated costs, to be approved by the Board at the June and January Board meetings. The Program/Workshop chairman and the treasurer will be members of this committee.

Section III:

Ad Hoc Committees – Ad Hoc committees may be appointed by the President as deemed necessary. Ad Hoc committees report to the President who is responsible for bringing their information to the board. Such committees can include but are not limited to:

- A. Budget – to consist of at least three (3) members to prepare an operating budget for the coming year based on anticipated revenues and expenses in conjunction with the Treasurer.
- B. Auditing – to consist of two (2) members to verify the balance of income and expenditures on hand at the conclusion of the year. The immediate past Treasurer and the newly elected Treasurer shall not serve on this committee.
- C. Nominating – see Section II: Elections

ARTICLE VII: INDEMNIFICATION

Section I:

The Guild shall be authorized to indemnify each member of the Executive Board as described in Article V hereof, and each of its officers, as described in Article V, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

Section II:

The Guild shall indemnify each of its Executive Board members and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against them by reason of being or having been such a director or officer and acting within the scope of their official duties, but only when the determination shall have been made judicially or in the same manner herein provided that they acted in good faith for a purpose which they reasonably believed to be in the best interests of the Guild and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that her/his conduct was unlawful. The indemnification shall be made only if the Guild shall be advised by its Executive Board acting (1) by a

quorum consisting of members who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officers has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Executive Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

A quorum will be 50% of the total membership in good standing.

Section III:

Every reference herein to a member of the Executive Board or officer of the Guild shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts of settlement and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Guild might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE VIII: DISSOLUTION

In order to dissolve the Guild a resolution should be prepared as per *Roberts Rules of Order* Chapter 17, Section 54. In the event of dissolution of the Guild, the Executive Board shall, after paying or making provision for payment of all of the liabilities of the Guild, dispose of all of the assets of the Guild exclusively for the purposes of the Guild in such manner, or to such organization or organization organized and operated exclusively for charitable and educational purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine.

ARTICLE IX: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised* will govern the proceedings of the Guild, except where it differs from procedures outlined in the By-Laws.

ARTICLE X: AMENDMENTS

These bylaws may be amended at any regular Guild meeting by a two-thirds (2/3) vote. Amendments must be submitted to the membership in writing prior to a vote. Amendments must be posted and read at the regular Guild meeting under "new business", in the month prior to voting upon any amendments.

Passed by membership
July 25, 2000

Revised
February 2002

Revised
February 2003

Revised
September 2007

Revised
April 2012