

## **BY-LAWS OF MILFORD VALLEY QUILTERS' GUILD, INC.**

### **ARTICLE I NAME**

The name of this Association shall be: *MILFORD VALLEY QUILTERS' GUILD INC.* (herein referenced as "Guild")

### **ARTICLE II PURPOSE**

Section 1 The purpose of this organization shall be to create, stimulate, and maintain an interest in all matters pertaining to the making, collecting, and preserving of quilts.

Section 2 The Guild shall strive to achieve its purpose by:

- a. Establishing lines of communication between Members for the stimulation of thought, exchange of ideas, mutual assistance, and enhancement of individual strengths,
- b. Maintaining communications with other guilds and the public to explore mutual interest in understanding the objectives of these related programs,
- c. Supporting and encouraging the present-day art of quilt making so that those quilts may become the heirlooms of tomorrow,
- d. Holding a Quilt Show on odd-numbered years. At the Business meeting immediately following the show, a vote will be taken by the General Membership to indicate support for having a quilt show. A chairperson for the next show can then be selected, and
- e. Offering scholarship(s) to a graduating high school student(s) as determined by the Scholarship Committee.

### **ARTICLE III MEMBERSHIP**

Section 1 Membership in the Guild shall be by request to join, payment of appropriate dues, and completed membership form yearly. A person may come as a guest for the first time for free. After that, a non-member will be assessed \$5.00 per meeting but is not entitled to Guild benefits.

Section 2

- a. Members shall be active in some phase of the art of quilt making or be genuinely interested in the development and preservation of this art.
- b. All Members shall be expected to participate in the bi-annual quilt show in some capacity.
- c. All Members are encouraged to sell a minimum of \$20 worth of raffle tickets bi-annually for the raffle quilt.

d. A Member shall make a name badge (pattern provided) to be worn at meetings and either an apron or vest (pattern and fabric provided) to be worn at our Quilt Shows, Quilt Bingo or other public Guild functions. A Member shall be expected to participate in at least one Community Service project a year. Included in these are Honor Flight Quilts for Veterans, quilts for the Gino Merli Veteran's Home, Project Linus, and any project the Guild may be working on for Nursing Homes or Hospitals.

Section 3 Members shall be eligible to vote on Guild matters.

Section 4 If a Member is delinquent in dues on May 31<sup>st</sup>, his/her name shall be removed from the rolls.

Section 5 A membership directory shall be provided to Members. This list is intended only for the purpose of conducting Guild business, for personal contacts among its Members and shall not be used for other purposes. The membership directory may not be distributed outside of the Guild.

Section 6 Minimum age requirement – 18-year-olds and over may join the Guild. This is determined by Delaware Valley Adult Continuing Education criteria.

Section 7 Revocation (or removal) of membership.

A Member's membership may be revoked if they:

- i. Fail to pay dues
- ii. Resign as a Member
- iii. Conduct themselves in a manner that violates the Guild By-Laws
- iv. Distribute the membership directory outside of the Guild.
- v. Behave in a manner inconsistent with the Guild's best interest. This includes but is not limited to: Threatening the Guild's charitable status or overall good; Engaging in conduct unbecoming to the best interest of the Guild; Bullying or Harassing any Member; creating an unwelcome or unsafe atmosphere for other Members; Demonstrates a pattern of behavior that impacts the Guild in a negative manner or adversely affects the integrity of the Guild; Fails to return membership funds or property.

If grounds exist for revocation/removal/termination the Board shall act based on reasonable and consistent criteria with the objective of advancing the best interests of the Guild.

Procedure:

- i. The Member shall be given written notice of the time, and place of meeting, as well as the grounds upon which removal is based, to the Member's address of record by registered/certified mail.
- ii. The Member shall be given an opportunity to be heard orally and/or in writing.

- iii. The Board shall conduct a Special Meeting. If by 2/3 vote the Board determines the Member's actions are inconsistent with the Guild's best interest, membership and privileges may be revoked. The decision of the Board shall be final.
- iv. Once the Board has reached a decision, a registered/certified letter of the decision will be sent to the Member's address.

#### **ARTICLE IV ANNUAL DUES**

- Section 1 Membership dues shall be paid upon request to join or renew. The fiscal year shall be June 1<sup>st</sup> through May 31<sup>st</sup>.
- Section 2 Any changes in annual dues may be proposed by the Executive Board before the new fiscal year, subject to the approval of the General Membership.
- Section 3 All dues are payable on or before May 31<sup>st</sup> for the coming year for renewing Members.
- Section 4 Dues shall not be refundable or transferable.
- Section 5 A membership card shall be issued within a reasonable amount of time subsequent to payment.

#### **ARTICLE V ELECTED OFFICERS**

- Section 1 The President, Vice President, and Secretary will each serve a one-year term, at the end of the one-year term they will have the option to continue for a second one-year term only. The office of Treasurer will be a two-year term with a two-year gap between terms of treasurer, to be elected on the off year of the quilt show.

The duties of these offices shall be:

- a. **PRESIDENT:** Preside over all regularly scheduled meetings; conduct Executive Board meetings; coordinate the workings of the Guild; appoint the necessary positions to facilitate the functioning of the Guild; be aware of any changes in Guild dates and be responsible for two mailbox keys and mail collection at the Milford Post Office. The outgoing President shall select a book to be purchased by the Librarian in the spring. This book will be presented to the Guild Librarian at the Installation of Officers and be placed in the library for the use by the General Membership.
- b. **VICE PRESIDENT:** Assist the President with his/her duties and assume the duties in the absence of the President; serve on the Auditing Committee; be responsible for Show & Tell and display of quilts at the Welcome Center; inventory and maintain the storage facility.
- c. **SECRETARY:** Record the Minutes of the Executive Board meeting; record Minutes of Business meeting and have them printed in newsletter or give verbally

at next Business meeting; and be responsible for any correspondence necessary for running of the Guild as determined by the President.

- d. TREASURER: Responsible for handling all monies collected and expended by the Guild; update and present the Treasury Report at each Board and Business meeting and submit same to the Newsletter Editor for inclusion in the monthly newsletter sent to MEMBERS ONLY; perform quarterly reconciliation of budget vs. expenditures and report to the Board.
  - 1. All budgeted expenditures must have a voucher submitted and will be paid within 30 days.
  - 2. All deposits shall be made by the Treasurer in a timely manner.
  - 3. All checks shall be signed by two officers, one being the Treasurer.
  - 4. The President, Treasurer, the immediate Past President and Past Treasurer, if available, will be responsible for preparing a budget to be presented for approval by the Executive Board, and then approved and voted on by the General Membership.

Section 2 Any additional duties of these officers shall be determined by the policy set by each administration.

Section 3 These officers shall be elected in April of each year, to be installed at the 4<sup>th</sup> Wednesday in May at the program meeting. Duties commence from installation.

## **ARTICLE VI EXECUTIVE BOARD**

Section 1 The Executive Board shall be comprised of the elected officers listed under Article V plus the Chairmen of Programs, Newsletter, Membership, Library, Publicity, Archives, Community Services, Quilt Show and In-House Education.

Section 2 The day-to-day internal affairs of the Guild are to be handled by the Executive Board, which is the governing body of the Association.

Section 3 The Executive Board shall:

- a. Be responsible to guide the Guild in distributing funds raised for charitable purposes, i.e. raffle quilt, auction, tag sales, and other fundraisers,
- b. Solicit ideas from the General Membership for nominations of recipients and amount of contribution,
- c. Present suitable recommendations for final action by the General Membership; final action shall be taken by a vote of the General Membership.

## ARTICLE VII POSITIONS

Section 1 Standing Committees and Chairpersons will be appointed by the President. Program, Membership, Publicity, Library, Archives, In-House Education and Community Services Chairpersons may not serve more than two consecutive terms in the same position.

The duties and responsibilities shall be:

- a. Program: Set up a schedule of speakers and events, including workshops, programs, activities, etc., of interest to the General Membership, and responsible for all correspondence relating to speakers.
- b. Membership: Collect dues; welcome guests and new members; distribute Guild information leaflets; hand out temporary name badges; take attendance; maintain current membership list; and keep an up-to-date Membership Directory. Be responsible for any correspondence relating to membership, i.e. get-well cards, sympathy, etc.
- c. Library: Organize books, magazines, and videos to be used or borrowed by Members at meetings; purchase books for the Guild Library.
- d. Publicity: Actively publicize the Guild and its activities.
- e. Archives: Document the history of the Guild by maintaining a record of Guild activities, through use of photos, newspaper clippings and other such media.
- f. Community Services: Coordinate activities by the Guild to benefit community and/or charitable organizations.
- g. Newsletter Editor: Organize information and prepare a monthly newsletter to be distributed to Members following the monthly Board meeting. May serve an indefinite term.
- h. Website Editor: Keep Guild Website updated for public access. May serve an indefinite term.
- i. In-House Education: Provide quilt related learning opportunities throughout the year.
- j. Audit Committee: Shall consist of three Members (two volunteers from the floor and the current Vice President) and be formed in April. The Treasurer's books shall be audited prior to the May Business meeting.
- k. Nominating Committee: Shall consist of five Members (four volunteers from the floor and the current President). No more than one of the volunteers may be a current officer. The Committee shall form in February to prepare a slate to be presented to the Guild in March.
- l. Quilt Show Chair: responsible for the formation of the Show Committee.
- m. Social Committee: responsible for overseeing the two party events, the Holiday Party and Spring Social/Installation of Officers.
- n. Scholarship Committee: Shall determine qualifications, review applications, and determine winning student(s) from the tri-state area.

**ARTICLE VIII MEETINGS**

- Section 1 Regular meetings shall be held on the 2<sup>nd</sup> (Business Meeting), and 4<sup>th</sup> (Program meeting) Wednesdays of each month, unless otherwise stated at a meeting or printed in the newsletter.
- Section 2 The Executive Board shall meet monthly to transact all ordinary business, and function in such a manner as necessary to meet the needs of the Guild.
- Section 3 Elections shall take place in April by written ballot providing there is more than one person seeking election to said office with one exception – if there are no additional nominations from the floor and one person for each office has been submitted by the Nominating Committee, the President will direct the Secretary to cast one ballot in favor of the slate.
- Section 4 A special meeting of the Executive Board may be called at the discretion of the President, or upon written request to the President by no less than four members of the Board.
- Section 5 Quorum will consist of 20 Members.

**ARTICLE IX GENERAL OPERATING PROCEDURES**

- Section 1
  - a. The responsible party and the President must sign all contracts entered into on behalf of the General Membership. In the absence of the President, the Vice President must sign.
  - b. All non-budgeted expenditures must be voted on by the Executive Board. Non-budgeted expenditures over \$300.00 must be voted on by the General Membership.
  - c. Any solicitation, on behalf of the Guild, shall be brought to the Executive Board for approval, prior to solicitation.

**ARTICLE X PROCEDURE FOR BY-LAW AMENDMENT**

- Section 1
  - a. The President shall appoint a committee in July 2030, and every 5 years thereafter, or sooner if deemed necessary, to review the By-Laws and recommend amendments if needed. Review and recommendations if needed, shall be completed by October of that year. Changes can be made by the request of the General Membership.
  - b. General Membership may submit proposed amendments, in writing, to the committee for review and consideration.
  - c. Committee will submit completed revisions to the Executive Board for approval.
  - d. Dates will be noted on all revisions and final documents.

Section 2 After approval by a majority of the Executive Board, the proposed amendment(s) shall be printed in the newsletter and made available at the next scheduled Business meeting, to be voted on by the General Membership.

## **ARTICLE XI SHOW PROCEDURES**

- Section 1
- a. The President shall appoint the new Show Chairperson at the Business meeting as soon as possible following the current show.
  - b. Guild President and the Show Chairperson position shall not be held simultaneously by the same member.
  - c. Show Chairperson is responsible for the formation of the Show Committee, including but not limited to, a Recording Secretary – who will be responsible to take Minutes at show meetings, keep one copy for her/his files and give one copy to the Executive Board.
  - d. Show Chairperson shall submit a budget for approval of the Executive Board. Increase or non-budgeted items must be presented to the Executive Board by Show Chairperson for approval, prior to implementation, by the Show Committee.
  - e. Show Chairperson is required to attend Executive Board meetings a minimum of every 3 months and/or at the President’s request.

## **ARTICLE XII VACANCIES**

Section 1 A vacancy in the office of the President shall be filled by the Vice-President. In the event that the Vice-President elects not to assume the position of President, he/she shall perform the duties of the President until nominations and election of the President is held and the newly elected President can assume the responsibilities of office.

The election is to be held at the following business meeting after the nominations have been made. Upon the newly elected President assumption of duties, the Vice-President shall resume his/her normal duties.

Section 2 Vacancies may be filled by Elected Officer’s appointment for the remaining term of office, or the Elected Officers may call for a special election.

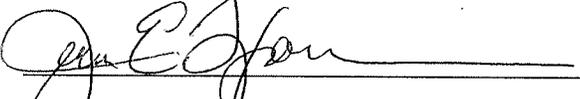
## **ARTICLE XIII DISSOLUTION OF GUILD**

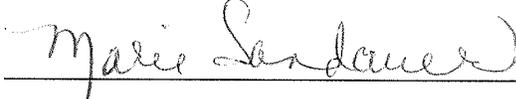
Section 1 In the event of dissolution, all remaining assets and properties shall, after necessary expenses have been paid, be distributed to another organization exempt under the Internal Revenue Code 501(c)(3) after a vote by the majority of the Executive Board.

Parliamentary authority is Robert’s Rules of Order.

Adopted and Approved by the Executive Board and General Membership

On this 14<sup>th</sup> day of January, 2026

  
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Jean Tjornhom, President

  
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Attest: Marie Sandauer, Secretary

Previously Amended By-Laws (now inactive):

May 13, 2015

March 16, 2022