

FARMINGTON VALLEY QUILTERS, INC. BY-LAWS
Revisions December 2005

Name of the Organization: This educational, non-profit organization shall be named the Farmington Valley Quilters, Inc. also referenced as The Guild and is located in, but not limited to, the Farmington Valley. It shall be an instrument for:

- Communication between all quilters in the area;
- Continuation of education of quilters through workshops, lectures, meetings, quilt shows, discussion, etc.;
- and
- Sharing with the public, to further knowledge, history and the appreciation of the quilting art.

Membership: Membership is open to anyone with an interest in quilting. A member must pay the yearly dues as determined by the Executive Board. Any person interested in quilting between the ages of 8 and 18 who would like to attend general meetings will be called a "junior member." A junior member must be sponsored by a member of our guild.

Voting Privilege - Each member in good standing and in attendance at a meeting shall be entitled to one vote. There shall be no vote by proxy.

Dues: The amount of the annual membership dues may be reviewed at any time by the Executive Board and, upon a recommendation by the Board, may be changed by a majority vote at a general meeting. A member must pay the yearly dues before July 1 to be in good standing. The fiscal year is July 1 through June 30. Membership dues will be prorated at 50% as of the January meeting. The amount of the charge for guests at the general meetings will be determined by the Executive Board.

Meetings: Meetings shall be held in a published location and are open to guests. Meetings shall be held on the third Wednesday of each month. There shall be twelve meetings per year, including the months of July and August. If a conflict becomes a problem, the Executive Board may change the date of the meeting. There shall be an Executive Board meeting of the incoming and outgoing Board members during the month of June. All other meetings of the Executive Board shall be at the discretion of the President.

Elections: Only members in good standing (excluding junior members) will have the right to vote. A simple majority of members present and voting is required for elections. A Nominating Committee shall be established at the February meeting. The slate of officers shall be presented to the general membership by the Nominating Committee in April. Elections of officers shall be held at the May meeting and positions will be assumed July 1st.

Executive Board: The Executive Board consists of elected officials. The officers shall be: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Newsletter Editor, Publicity and Quilt Show Chair. Each officer shall be elected for a one or two year term depending on the position. Each officer will serve on the Executive Board. A member may be nominated and elected to the same office for a maximum of two consecutive terms, with exception of the President, 1st Vice President and Quilt Show Chair. A third consecutive term may be served upon approval of the Board. If a Board vacancy occurs, with the exception of the President, it shall be filled from the general membership by the Executive Board. Any office may be shared by two people. Any member may attend an Executive Board Meeting.

Officers and their Duties

President: (1-year term) Presides at all general and executive board meetings and is a member of all committees except the Nominating Committee. The President shall appoint chairpersons of any committee. Serves as chairman of the By-Laws Committee. The President will appoint a member to review the Guild's financial records annually.

First Vice President: (1 year term, Succeeds to President following year) Assists the President; assumes the duties of the President in her absence or if the President is unable to complete her term. Serves as liaison with other quilting groups. Works with Publicity Chair to see that meetings are advertised. Responsible for promoting & maintaining membership by serving as chairperson of membership and maintaining an up-to-date membership list. Presides over Committees which are responsible for enhancing membership such as but not limited to: show & tell, secret pals, friendship block patterns, monthly door prizes, bees, greeters, swap box, coffee hours, etc.

Second Vice Presidents : (2 positions, 2-year terms) Serve as program chairpersons; plan programs and arrange for speakers and workshops. Responsible for executing the current year's programs as well as planning the following year's programs. This includes, but is not limited to, making all arrangements for speakers, rooms and workshops. Responsible for committees related to programs such as, but is not limited to, basting day, bus trips, mystery quilt, quilt challenge, December and June meetings.

Secretary: (1 year term) Serves as corresponding secretary, records and distributes minutes of all Executive Board meetings and takes notes at general meetings.

Treasurer: (1 year term) Handles all funds, including collection of dues and disbursements. Shall maintain a checking and/or savings account at a convenient bank, and the President shall be cosigner of the account. The Treasurer will submit a financial report to the Board as requested and periodically to the Guild membership.

Newsletter Editor: (1 year term) Responsible for assembling and printing the monthly newsletter. Keeps archive of newsletter. E-mails newsletter to distribution list prior to monthly meeting. Mails newsletter to non-attending/non-e-mail members.

Publicity Chair: (1 year term) Responsible for advertising all guild activities, including monthly announcements in local publications. Works with 1st VP to coordinate efforts to promote membership. Responsible for Guild website for purposes of promoting guild and activities throughout community.

Quilt Show Chair: (2 year term) Responsible for organizing biennial quilt show. (See Quilt Show By-Laws)

Standing Committees:

Nominating Committee: The committee shall be established in February. The Chairman shall be an Executive Board member (excluding the President) and shall convene a committee of at least two volunteers from the general membership. The slate of new officers shall be presented to the Executive Board at or before the April board meeting. Nominating committee members may be nominated for Executive Board offices if no other suitable candidate can be found.

The President, with the approval of the Executive Board, may also appoint chairpersons for any other at will committees deemed necessary to carry on the activities of the guild. Any chairmanship may be shared by two people.

By-Laws: The president shall chair the By-Laws Committee. From time to time, as needed, the President may form a committee to review the bylaws and propose changes. Changes may also be submitted by any member in good standing. All changes will be considered by the Board. If approved by the Board, these proposed changes shall be submitted to the general membership for approval and voted on at a subsequent meeting. By-Law changes will be accepted if approved by a majority vote of members present.

Duality of Interest: Each board member shall disclose to the Board immediately upon election and thereafter, annually (or sooner if a duality of interest should sooner arise) any duality of interest involving him or her, including persons related to him or her and any ownership of any voting power or profits or beneficial interest of any other entity. No member of the Board shall vote on any matter which would have a material financial effect upon such director, a person closely related to such director, or upon an entity with respect to which such director has an employment relationship, beneficial interest or other significant financial relationship or upon his or her business.

Any such financial effect shall be disclosed at the time of such vote, and (unless the remaining directors decide otherwise) any disclosing director may participate in the discussion of the matter without voting upon it.

Dissolution of the Guild: In the event of the dissolution of this organization, all assets, after payment of debts, shall accrue to another non-profit, charitable or educational organization. This organization shall be selected by a majority of the Board at the time of such dissolution.

QUILT SHOW BY-LAWS

Statement of Purpose: As part of Farmington Valley Quilters, the Show's purpose is to preserve the tradition, culture and history of quilting, to promote knowledge and understanding of all aspects of quilting, and to promote good fellowship among all persons interested in the art of quilting. The Show is a means of raising money to further these ends.

The purpose of the Show By-Laws is to define the relationship of the Show to the Guild. The Show committee operates independently from the Board and reports to the Board. Where the By-Laws are ambiguous or, silent, the Board will be the decision maker. However, depending upon the circumstance, the Board may choose to waive its authority.

Definitions:

- "Board" shall mean the Executive Board of Farmington Valley Quilters, Inc.
- "Chair" shall mean the individual elected by the Guild to organize the Quilt Show Committee and run the currently scheduled Show.
- "Committee" shall mean the Guild members appointed by the Chair.
- "Guild" shall mean the Farmington Valley Quilters, Inc.
- "Show" shall mean the Quilt Show currently being organized by the Guild.

Organization: The Show will be run by the Chair. The Board will decide when to schedule the next show. The Chair will appoint a Treasurer and any other Committees, as required.

The Chair shall serve for a single Show and may not succeed herself as Chair of the following Show. She may chair future Shows, provided they are not in succession. The Chair may not simultaneously function as head of a subcommittee, except temporarily in an emergency.

The Chair, or designee, will report at each Executive Board Meeting on the progress of the Quilt Show committee.

The Committee Treasurer must submit a budget to the Board at least one year prior to the Show and make brief monthly reports to the Show Committee. Purchases and expenditures for the benefit of the Show not appearing in the Show budget must be pre-approved by a minimum of three Committee members, one of whom must be the Show Treasurer. An Executive Board Member shall be the second signature on the Show account and this individual shall be appointed by the President.

Charitable Donations: Not less than one year prior to the scheduled date of the Show, the Guild membership shall vote at an open meeting whether to make charitable donations from the proceeds of the upcoming Show. A simple majority of those present shall rule. If the vote is in favor of donation(s), the Board will receive suggestions from the members for names of possible charities and conduct a further vote within two months, to determine the recipient(s). A simple majority of those present shall rule. The Board will decide, after the proceeds of the Show are known, how much money to donate to the agreed-upon recipient(s).

Winding up the Committee: Following the Show, subcommittee heads must submit their reports within one month to the Chair, who must submit her report to the Board within two months. The Committee Treasurer will handle any necessary follow-up payments and collect outstanding receipts as well as transfer all profits from the show to the Board Treasurer. She is responsible for turning over her report and books to the seceding Show Treasurer.

The Board, in consultation with the Committee, will decide the amount of seed money to maintain in a separate account for the next show. In the event that no show committee is formed for a period of more than three years, the seed money will revert to the Guild.