

**HERNANDO QUILTERS' GUILD, INC.
A 501(c) 7 Organization**

BY-LAWS

**ARTICLE I
Name and Authority**

1. The name of this organization is: Hernando Quilters' Guild, Inc.
2. This Guild shall operate in careful adherence to the Constitution and laws of the United States of America and the State of Florida.
3. The rules contained in the most recent revision of "Robert's Rules of Order" shall govern this Guild in all cases in which it is applicable.

**ARTICLE II
Mission**

Our goal is to inspire and share creativity, learning and friendships among our members and to provide outreach where help is needed in the community. To provide an educational opportunity for members through classes, workshops and programs. We encourage participation in guild activities and welcome input from our members.

**ARTICLE III
Membership**

1. Individuals may become members by subscribing to the By-Laws of the Guild and by paying annual dues. There will be no discrimination.
2. Dues are due once a year on January 1st – January 31st. Members who pay after the end of February will be assessed a late fee of \$5.00.
3. New members joining after August 1st will pay a reduced amount as established by the Executive Board.

**ARTICLE IV
Finances**

1. The fiscal year is January 1st through December 31st in accordance with the calendar year.

2. The Executive Board prepares the budget for the next fiscal year which shall be submitted in September to the general membership and put to a vote for approval at the October general meeting.

ARTICLE V Meetings

1. Regular meeting of the general membership shall be held monthly on the fourth (4th) Thursday at 10:00 am until noon except for November at which time it will meet on the third (3rd) Thursday.
2. The Executive Board meeting shall be held once a month. Any Guild member in good standing may attend any Board meeting as non-voting members.

ARTICLE VI Executive Board

1. Executive Board shall consist of officers elected in five positions:
 - a. President
 - b. Vice-President
 - c. Second Vice-President (s)
 - d. Secretary
 - e. Treasurer
2. These officers shall be members in good standing. The President shall have been a member for at least one year.
3. The executive officers may hold the same office for two (2) consecutive terms. A term consists of two (2) consecutive years. Upon recommendation of the Nominating Committee the Executive Board may approve term extensions. Unexpired terms shall be filled to their expiration through appointment by the President and approval of the Board and general membership. If time served in this office is less than six (6) months, it will not count in the two (2) year restrictions.
4. A quorum will consist of three (3) Board members in attendance in person, via telephone or virtual meeting to allow the Executive Board meeting to take place.

ARTICLE VII

Officers and Their Duties

The officers shall consist of President, First Vice-President, Second Vice-President(s), Secretary and Treasurer. Their duties are:

1. **The President** shall preside at all regular, special and Board meetings. This officer, with the approval of the Board, shall appoint all committees; shall serve as an ex-officio member of all committees except the nominating committee; shall see that all books, reports, or forms required by the law are properly kept and filed; arrange meeting dates and times for Executive Committee and General Meetings; be one of the officers who may sign the checks of the organization, sign all orders of disbursement of funds in the absence of the Treasurer; sign contracts/agreements pertaining to the Guild upon review and approval of the Executive Board. She/he shall remain on the Executive Board for a period of six (6) months in a non-voting capacity following the term of office.
2. **The First Vice-President** shall perform all duties of the President in case of her/his absence or disabilities. She/he is also one of the officers who may sign checks of the organization. This officer shall arrange any social event the Guild may have and be responsible for securing national and local teachers along with a volunteer committee(s) as the need arises.
3. **The Second Vice-President (s)** will be the Education Chairperson(s). As Education Chairperson(s) she/he will supervise the operations of the workshops and classes as well as scheduling dates and times with locations for workshops and classes.
4. **The Secretary** shall take rollcall and record the votes at all Board meetings. She/he shall record the minutes of all regular, special and Board meetings. This officer shall also handle general correspondence as required and keep a file of all incoming and outgoing correspondence pertaining to the Guild. She/he shall perform such duties as the Office may require. The Secretary will write the letter to the awarded charity to be included with the check prepared by the Treasurer and maintain documentation of the award for future reference.
5. **The Treasurer** shall be responsible for the funds of the Guild and shall make disbursements at the direction of the Board. All vouchers shall be signed by the Committee Chair or other requesting member and the Treasurer. The Treasurer shall be accountable for all receipts and disbursements. The Treasurer will sign contracts/agreements pertaining to the Guild upon review and approval by the Executive Board. She/he shall adhere to the regulations of the Internal Revenue Service as well as any State or Local regulations. She/he shall also be prepared to submit records for an annual review by the Finance Committee including monthly bank statements, electronic funds transfers and debit/credit card

reconciliations and at any other time as directed by the Board. The Treasurer shall also be responsible for the annual renewal of a certificate of insurance. Funds of the Guild shall be deposited in a bank approved by the Board. All checks only require one signature and can either be signed by the Treasurer, President, or First Vice-President.

ARTICLE VIII Nominations and Elections

1. The Nominating Committee shall consist of three to five (3 to 5) members in good standing. The President will ask for volunteers to serve on the committee at the April general membership meeting. No member of the Executive Board shall serve on this committee.
2. The Slate of Officers will be presented, and floor nominations made at the October General Membership meeting. No absent member of the Guild may be nominated for an office without their written approval.
3. Election of officers will be at the November General Membership meeting; installation of Officers and transfer of books shall be performed at the December Board meeting and to be held before the Christmas luncheon.

ARTICLE IX Committees

The Chair of the Standing Committees shall be appointed by the President with the approval of the Board.

1. **Membership**—The Membership Committee shall be responsible for registering members, collecting annual dues, maintaining membership records, providing information packets to new members, and providing and updating membership directories when needed.
2. **Editor**—The Editor shall publish a newsletter six (6) times a year and interface with the webmaster/website. The newsletter shall be a source of information regarding classes, workshops and all future activities pertaining to the Guild. Once a year, a financial report is to be included in the newsletter.
3. **House and Hospitality**—The House and Hospitality Committee is responsible for sending cards to members when necessary (Sunshine Lady).
4. **Charity**—The Charity Committee shall oversee all charity programs. The Charity Chairperson shall verify credentials of proposed charity entities and will present options to membership. This

committee will collect and deliver any items made. This committee will also research options for the guild's end-of-year donations and present them to the Executive Committee.

5. **Registered Agent** – Acts as the State/Federal Governments' means to communicate with the Guild in addition to the Treasurer. The Registered Agent shall accept legal and official documents on behalf of the Guild and pass them along to the appropriate Officer for further action. The Registered Agent is the person responsible for receiving legal documents at her/his personal physical home address. The Registered agent shall 1) serve for a term of five (5) years; 2) have a physical street address in Florida; 3) be a resident of Florida; and 4) be available during general business hours to accept "service of process".
6. **Media Committee** – This committee shall consist of 3 to 5 members in good standing. The President will ask for volunteers to serve on the committee. This committee will handle all social media, to include Facebook, Pinterest, as well as the website additions and changes.

ARTICLE X Dissolution

In the event that the Guild is dissolved, all funds remaining after the payments of debts shall be distributed to Hernando County charities selected by the remaining general membership.

ARTICLE XI Amendments to the By-Laws

1. A quorum shall equal not less than 51% of the members in attendance at a general meeting.
2. The By-Laws may be amended or revised, and new By-Laws adopted by no less than a quorum as defined in Article XI-1.
3. New or revised By-Laws will be read or posted at a general membership meeting and a copy of the draft will be sent to members via email. At the next general membership meeting, the changes will again be read or posted and voted on at that time.

ARTICLE XII Special Committees

Nominating Committee—The Nominating Committee will be responsible for presenting a slate of nominees at the October meeting.

Quilt Show Committee – The Quilt Show Committee is responsible for planning and managing the quilt show every three years. The committee will consist of two co-chairpersons who will recruit members to head the sub-committees responsible for organizing and running the show. The committee will select a date and location and submit a complete budget, by sub-committee, to be approved by the Executive Board.

Retreat Committee – The Retreat Committee is responsible for planning and managing any sewing retreat for paid members. The committee will select a date, contract for the site, hire or enlist teachers for classes, organize any social activities and coordinate any services between members and the retreat staff.

Ways and Means Committee – The Ways and Means committee shall be responsible for fundraising to supplement dues to provide funds for the Guild. This is to be limited to two (2) fund raising events per year open to the public.

Finance Committee – The Finance Committee is made up of three (3) non-board members in good standing who have been approved by the Board and are responsible for annual review of Guild Financial records. The committee will submit a report of their review to the Executive Board who will distribute it to general membership.