

Baltimore Heritage Quilters' Guild By-laws

Revised 2015

Article I – Name and Purpose

Section 1. The Name of this organization shall be the Baltimore Heritage Quilters' Guild (“the Guild”), a non-profit corporation organized under the laws of the State of Maryland and Section 501(c) (3) of the Internal Revenue Service Code of the United States Code (1976 as amended).

Section 2. Membership in this organization shall be open to any interested individuals over the age of 18 years (as Active Members) and between the ages of 12 and 18 years (as Junior Members) regardless of gender, race, ancestry, religious creed, national origin or sexual orientation.

Section 3. The purpose of the Guild is to preserve and promote knowledge of the art and craft of quilts and quilt making to any and all interested persons in the Greater Baltimore Area. The Guild holds monthly meetings, often with speakers, and hosts a biennial quilt show open to the public. Additionally, the Guild sponsors periodic quilting classes for its members and other interested persons, and offers quilting demonstrations to inform the public about the art of quilting. Members of the Guild also make quilts to donate to charitable organizations.

a. The Guild is a non-profit corporation. All officers and executive board members are volunteers and no profit shall accrue to them as a result of their conduct in executing their duties as officers and executive board members of the Guild. The Executive Board shall be deemed Directors of the non-profit corporation for the purposes of the laws of the State of Maryland and the Internal Revenue Service Code of the U.S.Code. Reimbursement for expenditures made shall not be deemed distribution of income or principal of the Guild for the purposes of relevant laws.

b. In the event of dissolution of the Guild, whether voluntary or involuntary, or by operation of law, the property and any other assets or proceeds of the Guild shall be distributed to any non-profit, organized under the laws of the State of Maryland and the

IRS Code of the U.S.Code as such, chosen by the membership at large of the Guild.
None of the Guild assets, property or proceeds shall be distributed to any member of the Guild in the event of the Guild's dissolution.

Article II — Officers

Section 1. Elected Officers

The Executive Board (Directors) shall consist of the elected officers of the Guild (the President, Vice President, Treasurer and Secretary). The Executive Board shall manage all affairs of the Guild and present for approval to the Guild's membership all matters so required as set forth below.

Officers shall be elected at the May meeting and installed at the June meeting for a term of one year. No person shall serve in the same elected office for more than two (2) consecutive terms. The Past President shall serve in an advisory capacity as a non-voting member of the Executive Board.

Section 2. Other Officers-not Elected- and Appointed Guild Representatives

a. The Standing Committees of the Guild shall include, but not be limited to, Community Outreach, Membership, Programs, Special Projects, Librarian, Historian, Newsletter, Website, Show, and Raffle Quilt. These committee chairmen are referred to as Officers of the Guild, though they are appointed rather than elected.

b. Additional Special Appointments shall include Nominating (always chaired by the Vice President), Hospitality, Sunshine, Clean Up and Refreshments and any other such appointments that the President, in consultation with the Board, deems advisable to support the success of the general meetings. These appointed members are not considered officers of the board, though they may attend board meetings to report on issues they feel should be addressed by the Board.

Section 3. Liabilities and Duties of All Officers

a. Liabilities of all Officers

To the maximum extent allowable under Maryland law, no Director or officer shall be liable to the guild for money damages.

b. Duties of Care of all Officers

All directors and officers shall exercise reasonable care when they make decisions on behalf of the Guild or in the exercise of their Guild responsibilities.

c. Duty of Loyalty of all Officers

All Directors and Officers shall give undivided allegiance when making decisions on behalf of the Guild or in the exercise of their Guild responsibilities.

d. Duty of Obedience of all Officers

All Directors and Officers shall, when performing Guild duties, act in ways consistent with the purpose and goals of the Guild as set forth herein.

e. Voting Rights: All officers of the Guild who are not elected are not voting members of the Board. They serve in an advisory capacity for the Elected Officers, who have voting rights to represent the Guild membership at large. However, in issues that result in a tie vote of the Elected Officers, the chairmen of the Program, the Newsletter and the Membership committees shall have the power to vote to resolve these ties.

Section 4. Duties of Elected Officers

a. The President shall:

1. Preside at all meetings of the organization and meetings of the Officers of the Guild;
2. Act as the Chief Administrative officer of the organization;
3. In consultation with the Executive Board, appoint all necessary committee chairs and serve as ex-officio member on all committees, standing and special;
4. Be authorized to sign and co-sign checks of the organization;
5. Be authorized to enter into legal agreements and sign official documents on behalf of the Guild, or designate an appropriate guild representative to do so;
6. Serve as the spokesperson of the Guild and perform such other duties as are incidental to the office.
7. Submit a monthly welcome article for the Guild Newsletter or designate someone to submit said article in his/her absence.
8. Call a special meeting of the Executive Officers if necessary.

b. The Vice President shall:

1. Perform the duties of the President in her/his absence with the President's permission.
2. Develop, in consultation with the Treasurer, the annual budget of the Guild.
3. Organize a collection of quilt blocks for the outgoing president.

4. Supervise a review of the Guild By-Laws every other year.
5. Chair the Nominating Committee and conduct the elections.
6. Maintain the equipment list for the guild.
7. Work with the Webmistress to ensure that the website is always kept current

c. The Secretary shall:

1. Record and maintain the minutes of all meetings of the Officers of the Guild.
2. Handle all official correspondence of the Guild.
3. Include the ratification of annual membership votes for officers in the minutes of the next board meeting.
4. Maintain the Yahoo Group calendar so that meeting announcements are generated automatically and up to date.

d. The Treasurer shall:

1. Prepare, in cooperation with the Vice President, an annual budget for the Guild.
2. Maintain the Guild's financial records and serve as custodian of the Guild's funds.
3. Present a financial report at each meeting of the Officers of the Guild and submit said monthly report for publication in the Guild's Monthly Newsletter.
4. Be authorized to sign checks on behalf of the Guild.

5. Maintain the Guild's non-profit certification card by filing necessary forms with the Maryland State Department of Assessment and Taxation (SDAT), and by paying taxes as required. (It was requested that a list of forms and filing dates be included here.)
6. Remit to the appropriate government authority sales taxes when necessary on behalf of the Guild.
7. Prepare an annual statement of all Guild financial accounts and activity at the end of each fiscal year (July 1 – June 30) for review by an independent Certified Public Accountant.
8. Be custodian of all new contracts, providing copies to the Secretary for her records as well.
9. Maintain the Guild's PayPal account in conjunction with the Web Mistress.
10. Publish a report on the income and expenses of each Guild Show.

Section 5. Removal of Officers

Any Guild Officer may be removed for any of the following acts:

1. Misuse of Guild funds
2. Misuse of the Guild's non-profit status
3. Use of the Guild's membership information without permission
4. Self-dealing
5. Misrepresenting the Guild in the quilting community
6. Soliciting on behalf of the Guild without prior approval of the Executive Board

Section 6. Replacement of Officers

In the event that an office is vacated, the replacement process shall depend on the office vacated.

- a. The President shall be replaced by the Vice President.
- b. For any other vacancies in elected positions, the remainder of the officer's term shall be filled by appointment of the Executive Board, following a majority vote by the Executive Board.

Article III— Membership and Dues

Section 1. Membership Levels

a. Membership in this organization has two levels:

1. **Junior Member:** Any person interested in quilts and quilt making between the ages of 12 and 18, who is sponsored by a guild member. These junior members may attend meetings but may not vote and may not attend retreats. They may enter their quilts in the Guild's biennial quilt shows. They may not serve as Officers of the Guild. These members must pay annual dues at a reduced rate in an amount determined by the Executive Board.

2. **Active Members:** Any person interested in quilts and quilt making who is 18 years old or older. These members may vote, attend retreats, sponsor junior members, and enter their quilts in the Guild's biennial quilt shows. They also may serve as Officers of the Guild. These members must pay annual dues in the amount determined by the Board. Those who sponsor junior members will be responsible for mentoring their sponsored junior member and monitoring that member's guild activities.

b. Annual dues shall be determined by the Board, due and payable by the September meeting for inclusion in the complete and official membership year, which runs from September through June. Membership will be accepted after that for those

wishing to join later in the membership year, but these late members will have an abbreviated membership year, which will still end in June. New members who join after the announcement of membership renewals for the following year, usually in May, will be considered full members for the duration of the May and June, plus the full following year.

c. New members who join during a Guild show, or by electronic means within seven days immediately following the show, will have a membership year that begins at that time and extends throughout the following year.

d. All non-members who attend meetings of the Guild will be charged a visitor fee established by the Executive Board under consultation with the Program Coordinator.

Section 2. Removal of members

a. Membership may be revoked for cause, including, but not limited to, misappropriation of Guild funds or property, disruptive behavior at Guild meetings or retreats, theft of Guild property, or representing the Guild in a negative manner.

b. Revocation of membership requires a majority vote of the Executive Board. Written notification will be sent to the member as soon as possible after the Executive Board meeting takes place and will be effective upon receipt by the revoked member.

c. Dues paid by the revoked member shall be forfeited to the Guild and said individual member will no longer be allowed to attend any Guild function.

Article IV — Meetings

Section 1. The Guild shall meet the second Tuesday of every month beginning in September and ending in June at a place to be decided by the Executive Board and published in the newsletter and on the Guild's website.

Section 2. The Executive Board shall meet on the first Tuesday of every month beginning in September and ending in June at a place to be decided by the Executive Board and published in the newsletter and on the Guild's website and Yahoo site.

Section 3. Quorum

a. General meetings may take place with any number of members present, however, official business requiring a vote, such as annual election of officers, shall require a quorum of 40 members, with decisions made by vote of a simple majority of those present.

b. Executive Board meetings require votes for issues of official business and, therefore, a quorum of three (3) of the elected officers (or their proxies for previously discussed items of business) must be present.

Article V — Amendment and Dissemination of By-Laws

Section 1. These by-laws may be amended at any regular meeting of the Guild by a 2/3 vote of the active membership present, provided the amendment has been submitted in writing at least 30 days prior to the meeting at which the vote takes place.

Section 2. By-laws currently in effect shall be published on the BHQG website and shall be provided to members in writing should a member request a written copy from an Elected Officer.

Addendum: Definitions

The Executive Board: The four, elected Guild Officials-the President, the Vice-President, the Secretary and the Treasurer

The Board: The Executive Committee plus the Chairpersons of all Standing Committees

Standing Committees: Committees with a continued existence, formed to do their assigned work on an ongoing basis

Special Appointments: Temporary or ongoing appointments to ensure the effective and efficient operation of the Guild and its meetings