

Baltimore Heritage Quilt Guild, Inc. By-laws

Revised 2024

Article I – Name and Purpose

Section 1 – The Name of the Organization

The Name of this organization shall be the Baltimore Heritage Quilt Guild, Inc. ("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 1986 ("the IRS Code").

Section 2 – Membership Eligibility

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 – Purpose of the Guild

The purpose of the Guild is to preserve and promote knowledge of the art and craft of quilts and quilt making. 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 501 (c) (3) non-profit corporation. All 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 IRS Code. Reimbursement of expenditures made on behalf of the Guild 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 501 (c) (3)_non-profit, organized under the laws of the State of Maryland and the IRS 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 – Board of Directors

Section 1. Executive Board Members

- a. The Executive Board 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.
- b. The Executive Board shall be elected at the May meeting and installed at the June meeting for a term of one fiscal year
 - I. The term of an elected office is one fiscal year.
 - II. If the member served only one term, and chose to not serve an immediate second term, they may serve (an) additional term(s) in that same office

provided that three years have passed since the end of their previous term.

- III. If the member served two consecutive terms, they may serve again in the same office provided three years have passed since the end of the second term.
 - IV. No member may serve more than two consecutive terms at a time in the same office. No member may serve in the same elected office for more than four terms in total.
- c. The immediate Past President shall serve in an advisory capacity as a non-voting member of the Executive Board.

Section 2. Other Board Members

- a. The Standing Committees of the Guild may include, but not be limited to: Community Outreach, EXPO, Librarian, Membership, Newsletter, Programs, Special Projects, and Technology. These Committee Chairs are referred to as Board Members of the Guild, though they are appointed rather than elected. These Committee Chairs shall be responsible for maintaining proper documentation for their committees' operations and attend Board meetings.

Section 3. Ad Hoc Committees

Ad Hoc Committees may include Nominating (always chaired by the Vice President), **Historian**, Hospitality, **Raffle Quilt**, Refreshments, **Retreats**, Sunshine, and any other such appointments that the President, in consultation with the Board, deems advisable to support the success of the Guild. These

appointed members are not considered Board Members, though they may attend Board meetings to report on issues they feel should be addressed by the Board.

Section 4- Liabilities and Duties of Board Members

a. Liabilities of all Board Members

To the maximum extent allowable under Maryland law, no Board Member shall be liable to the Guild for money damages assessed against the Guild.

b. Duties of Care for all Board Members ~~Officers~~

All Board Members 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 Board Members ~~Officers~~

All Board Members 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 Board Members ~~Officers~~

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

e. Voting Rights

Only elected Board Members have voting rights. Other non-elected members serve in an advisory capacity for the Elected Board Members, who have voting rights to represent the Guild membership at large.

In motions that result in a tie vote of the elected Board Members, the motion will be considered to have failed.

Section 5. Duties of Elected Board Members

a. The President shall:

- I. Preside over all meetings of the organization and meetings of the Board Members of the Guild.
- II. Act as the Chief Executive Administrative Officer of the organization.
- III. In consultation with the Executive Board, appoint all necessary Standing and Ad Hoc committee Chairs as needed and serve as ex-officio member on all committees.
- IV. Be authorized to sign and co-sign checks of the organization.
- V. 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;
- VI. Serve as a spokesperson of the Guild and perform such other duties as are incidental to the office.
- VII. Submit a monthly welcome article for the Guild Newsletter or designate someone to submit said article in his/her absence.
- VIII. Call a special meeting of the Executive Board Members as needed.

b. The Vice President shall:

- I. Perform the duties of the President in their absence;
- II. Develop, in consultation with the Treasurer and Committee Chairs, the annual budget of the Guild.
- III. Organize a collection of quilt blocks for the outgoing President.
- IV. Supervise a review of the Guild By-laws every five (5) years or as required by Federal or State law.
- V. Chair the Nominating Committee and conduct the elections.

- VI. Collect the Annual Reports and equipment lists from Committee Chairs. A copy of the Annual Reports, including the equipment lists, shall be posted on the Guild Website.

c. The Secretary shall:

- I. Record and maintain the minutes of all meetings of the Board.
- II. Handle all official correspondence of the Guild.
- III. Include the ratification of annual membership votes for officers in the minutes of the next Board meeting.

d. The Treasurer shall:

- I. Prepare, in cooperation with the Vice President and Committee Chairs, an annual budget for the Guild.
- II. Maintain the Guild's financial records and serve as custodian of the Guild's funds, managing all financial transactions.
- III. Present a financial report at each meeting of the Board and submit said monthly report for publication in the Guild's monthly Newsletter consisting of a statement of revenue and expenses and roll forward of cash.
- IV. Submit bank reconciliation quarterly and at the end of the fiscal year for review by the Board.
- V. Be authorized to sign checks on behalf of the Guild.
- VI. Maintain the Guild's non-profit status by filing necessary forms with the Maryland State Department of Assessment and Taxation (SDAT), and by paying taxes as required, including sales tax.
- VII. Prepare annual Financial Statements to include a Balance Sheet and a Statement of Revenues and

Expenses for review by the Financial Review Committee (FRC). The FRC will be comprised of at least two Guild members who are not current elected officers, nor officers during the year under review. The members of the FRC will be selected and approved by the Board. The FRC will report its findings to the Board by December 31. Based upon the results of the review by the FRC, the Board has the discretion to call for an audit or formal review by an independent CPA.

- VIII. Be custodian of all new contracts.
- IX. If deemed appropriate by the Treasurer, the bookkeeping functions of the Treasurer position may be delegated to a qualified accountant, with approval by the Executive Board.
- X. The Treasurer will be responsible for ensuring that all reports are prepared and submitted in a timely and accurate manner.

- e. Only the Executive Board Members shall have access to the Guild mailbox.

Section 6 – Removal of Executive Board Members and Committee Chairs

- a. Any Executive Board Member, or Committee Chair 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

- b. An Executive Board Member, or Committee Chair will be removed from office by a majority vote of the Executive Board. If the person in question is an Executive Board Member, they may not participate in the voting and the decision will be made by the three remaining Executive Board Members.

Section 7 – Replacement of Executive Board Members

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

- a. The Vice President shall serve as President.
- b. The Executive Board, by majority vote, shall appoint a Guild member to replace the Vice President, Secretary, or Treasurer.

Article III – Membership and Dues

Section 1 – Membership Levels

- a. Membership in the Organization has two levels:
 - I. Junior Member: any person interested in quilting 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 quilts in the Guild's biennial quilt shows. They may not serve as officers. These members must pay annual dues at a reduced rate in an amount determined by the Executive Board.
 - II. 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 may also serve as elected Board Members or Committee Chairs. 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. Dues

- I. Annual Dues shall be determined by the Board, due and payable by the October meeting for inclusion in the complete and official membership year, which runs from July 1st through June 30th.
- II. 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 with no proration of dues, and which will still end June 30th.
- III. New members who join after the announcement of membership renewals for the following year will be considered full members for the duration of the current membership year, plus the full following year.
- IV. New members who join during a Guild show, or within fourteen (14) days immediately following the show, will have a membership year that begins at that time and extends through the following membership year.
- V. Any non-members may attend one (1) free meeting. After that first meeting, they must join the Guild or pay a visitor fee. The visitor fee is established by the Executive Board.

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. The Secretary shall be responsible for keeping a record of the revocation, including the name of the person involved and the reason for the revocation.
- d. 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 functions.
- e. Eligibility for reinstatement of a revoked member will be at the discretion of the Executive Board at the time of the application for reinstatement.

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. The location will be published in the newsletter and on the Guild's website.

Section 2. The Board shall meet on the first Tuesday of every month beginning in September and ending in June at a place decided by the Executive Board and published in the Newsletter, the Membership section of the Guild's website, and other appropriate locations.

Section 3. Quorum

- a. General meetings may take place with any number of members present, however official business requiring a vote, such as the annual election of officers, shall require a quorum of 35% of the active membership, with decisions made by vote of a simple majority of those active members present.
- b. Active members attending via electronic means are authorized to vote on a ballot and are deemed present for quorums and voting purposes.
- c. Executive Board meetings require votes for issues of official business and, therefore, a quorum of three (3) of the Elected Board Members (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 and shall require a quorum of 35% of the active membership, with decisions made by vote of two-thirds 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 will be published on the website.

Addendum: Definitions

The Executive Board: The four elected Guild Officers: President, Vice-President, Secretary, and Treasurer.

The Board: The Executive Board plus the Chairs of all the Standing Committees.

Standing Committees: Permanent committees, formed to do their assigned work on an ongoing basis.

Ad Hoc Committees: Committees that are established for a limited duration of time and for a specific purpose.

Quorum and voting: A quorum is the number of people who must be present to conduct a vote. We require 35% of the active membership for a quorum. Therefore, if the Guild has 125 paid members as recorded by the Membership Committee, the quorum would be 44 people present at the meeting. For a regular vote to pass by a simple majority, 23 of those members must approve the measure. For a 2/3 vote to pass, 30 members must approve the measure.