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Baltimore Heritage Quilters' Guild, **INC.** By-laws

Revised 2020 **2024**

There are some minor wording changes throughout the bylaws. "Officers", "Elected Officers", etc. have been changed to "Board Members" and "Elected Board Members."

Article I – Name and Purpose

Section 1 – The Name of the Organization

The Name of this organization shall be the Baltimore Heritage Quilters' 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 *the United States Code (1976 as amended)* **1986 ("the IRS Code")**.

We are incorporated under the name Baltimore Heritage Quilt Guild, Inc. At some point in the past, this was changed to Quilters. We must abide by the articles of incorporation.

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

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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 ~~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.~~ **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 ~~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~~ **Board of Directors**

Section 1. ~~Elected Officers~~ **Executive Board Members**

- a. The Executive Board (~~Directors~~) shall consist of the elected officers of the Guild (the President, Vice President, Treasurer, and Secretary). The Executive Board shall

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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. ~~No person shall serve in the same elected office for more than two (2) consecutive terms.~~

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 the 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.

Previous bylaws stated that no elected officer may serve in the same elected office for more than two consecutive terms. This was interpreted in two different ways: some believed it said that once you have held the elective office for two terms, you were forever ineligible to hold that office again. Others interpreted it to say you had to leave the office after two consecutive terms, but that sometime in the future you could hold that

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office again. The new terminology clarifies this policy: you may hold the same elected office again, but not until 3 years have passed since the end of your second term if you held two terms. If you only served one term, you would have to wait 3 years to hold the same office again. You are limited to a total of 4 terms in the same elected office.

Section 2. Other **Board Members** ~~*Officers-not Elected- and Appointed Guild Representatives*~~

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

This section names the Standing Committees. A Standing Committee is defined as a permanent committee, formed to do the assigned work on an ongoing basis. The Guild is not limited to the named Committees.

Section 3. Ad Hoc Committees ~~*Additional Special Appointments*~~

Ad Hoc Committees may include Nominating (always chaired by the Vice President), ~~*Clean Up,*~~ **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.** ~~*general meetings.*~~ These appointed members are not considered **Board Members** ~~*Officers of the Board,*~~ though they may attend Board

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meetings to report on issues they feel should be addressed by the Board.

This section names some of the Ad Hoc Committees. An Ad Hoc Committee is defined as a committee established for a limited duration of time and for a specific purpose. These Committee Chairs are not considered Board members.

Section 4. ~~3.~~ Liabilities and Duties of Board Members ~~All Officers~~

a. Liabilities of all **Board Members** ~~Officers~~

To the maximum extent allowable under Maryland law, no **Board Member** ~~Director or Officer~~ 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** ~~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 **Board Members** ~~Officers~~

All **Board Members** ~~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 **Board Members** ~~Officers~~

All **Board Members** ~~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

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~~All Officers of the Guild who are not elected are not voting members of the Board.~~ **Only elected Board Members have voting rights. Other non-elected members** ~~They~~ serve in an advisory capacity for the Elected Board Members, 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 Chairs of the Program, the Newsletter, and the Membership Committees shall have the power to vote to resolve these ties.~~

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

This article refers to the Elected Board Members and any issue that they vote on. Previously, if there was a tie vote, the Chairs of Newsletter, Programs, and Membership would vote to break the tie. However, this was not defined clearly. Would all of them vote? If not all, then which one? This tiebreaker solution was deleted and if there is a tie vote, then the motion is considered to have failed.

Section 5. 4. Duties of Elected ~~Officers~~ **Board Members**

- a. The President shall:
 - I. Preside over all meetings of the organization and meetings of the **Board Members** ~~Officers~~ 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

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- 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** ~~if necessary~~ .

b. The Vice President shall:

- I. Perform the duties of the President in **their** absence ~~with the President's permission~~;
- 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 other year~~ **every five (5) years or as required by Federal or State law.**

Previously, a review of the bylaws was mandated to occur every 2 years. Since the process can take many months, it seems that we are always doing a bylaw review. This changes the review timeline to every 5 years.

- V. Chair the Nominating Committee and conduct the elections.
- VI. Collect the Annual Reports and equipment lists from Committee Chairs ~~and provide a copy of same to the~~

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~~*Guild Website.*~~ **A copy of the Annual Reports, including the equipment lists, shall be posted on the Guild Website.**

- VII. ~~*Work with the Webmistress and Committee Chairs to ensure that the website is always kept current.*~~

Work with the Webmistress and Committee Chairs to ensure that the website is always kept current. This clause was inserted when the Guild was much less Internet savvy and Committee Chairs were not well clued in on how to keep their sections up to date. Now, the various Committee Chairs work directly with the Technology Committee to keep their sections up to date.

c. The Secretary shall:

- I. Record and maintain the minutes of all meetings of the ~~*Executive*~~ 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.
- IV. ~~*Maintain the internet-based calendar, so that meeting announcements are generated automatically and up to date.*~~

Maintain the internet based calendar..... This only pertained to Board meetings, not to general meetings. It is no longer necessary.

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.**

Managing all financial transactions – this replaces a later duty that references PayPal. Since many more transactions are Internet based and

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are processed through PayPal, Square, and others, it doesn't seem necessary to single out this type of transaction. Rather, lump it all under incoming and outgoing monies.

- III. Present a financial report at each meeting of the Executive 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.**

These are reports that the Treasurer presents to the Board to keep the Board apprised of the status of the bank account.

- 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 ~~sales~~ taxes as required, **including sales tax.**
- VII. ~~Remit to the appropriate government authority sales taxes when necessary on behalf of the Guild.~~
- VIII. Prepare annual Financial Statements to include a Balance Sheet and a Statement of Revenues and Expenses for review by the **Board** ~~Financial Review Committee (FRC). The FRC will be comprised of at least two Guild members who are not current elected officer, nor officers during the year under review. The FRC will reports 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.

The Financial Review Committee proved to be unworkable. The Board will perform any review.

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- IX. Be custodian of all new contracts ~~providing copies to the Guild's internet site.~~
- X. ~~Maintain the Guild's PayPal account in conjunction with the Webmistress.~~
- XI. **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.**
- XII. **The Treasurer will be responsible for ensuring that all reports are prepared and submitted in a timely and accurate manner.**

The Board has discussed hiring an outside bookkeeping service to assist the Treasurer in maintaining the Guild's books. We are still in the process of researching this, but wanted to include it in the bylaws so that we don't need to do another bylaw review to add it.

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

Section 6 – Removal of ~~Officers~~ 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

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- 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.**

Removal of Board Members and Committee Chairs. This section lists the acts that can result in the removal of an officer. Part b defines the process by which that officer can be removed.

Section 7 – Replacement of *Officers* 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.**

Replacement of Executive Board Members. Previously the order of replacement was not specifically defined. This section says the VP will replace the President. The Executive Board will appoint a Guild member to replace the VP, 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

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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 ~~*Officers of the Guild*~~ **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.

Dues will not be prorated for members joining late in the fiscal year.

- III. 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 current membership year, plus the full following year.

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- IV. New members who join during a Guild show, or *by electronic means* within ~~seven (7)~~ **fourteen (14) days** immediately following the show, will have a membership year that begins at that time and extends through the following **membership** year.

Gives new members joining during or immediately after EXPO bit more time, 14 days instead of 7. Their membership will extend through the end of the following membership year.

- V. ~~Non-members who attend meetings of the Guild will be charged a visitor fee established by the Executive Board in consultation with the Program Chair if there is an outside speaker.~~ Any visitors **non-members** may attend one (1) free meeting ~~(if there is no speaker).~~ After that first meeting, they must join the Guild or pay a visitor fee. **The visitor fee is established by the Executive Board.**

Non-members may attend one free meeting; this includes a meeting where there is a speaker. After their free meeting, they must either pay a visitor fee or join the Guild.

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

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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.**

In the event that membership is revoked, it will be the responsibility of the Secretary to keep a record of the revocation, including the name of the person and the reason for the revocation. If the person applies for reinstatement sometime in the future the current Executive Board will be able to refer to the record for information as to why the membership was revoked. They will then have the opportunity to reinstate that member, or to decide against it.

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 *Executive* 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

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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.**

Quorum for general meetings is 35% of the active membership, present in person and attending remotely. Decisions will be made by a simple majority, except for the passing of the bylaws.

- c. Executive Board meetings require votes for issues of official business and, therefore, a quorum of three (3) of the Elected ~~Officers~~ **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 ~~a 2/3~~ 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.

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Voting requires the presence of a quorum of the active members, with 2/3 of the active membership present approving the By-law changes.

Section 2. By-laws currently in effect will ~~should~~ 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.