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Baltimore Heritage Quilt[ers'] Guild, INC. By-laws

Revised [2020] May 2023

Article I - Name and Purpose

Section 1. The Name of this organization shall be the Baltimore Heritage Quilt[ers'] 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").

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. 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.] IRS Code. Reimbursement of 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,

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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

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.

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. The Past President shall serve in an advisory capacity as a non-voting member of the Executive Board.

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, Membership, Programs, Special Projects, Librarian, Social Media, and Fundraising. [Historian, Newsletter, Website, Show, 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 all Board meetings.

[b.] Section 3. [Additional] Special Appointments

Special Appointments may include: Nominating (always chaired by the Vice President), Hospitality, Sunshine, Clean Up, Refreshments, Historian, Newsletter Editor, Webmaster, Facebook Moderator, Zoom

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

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.

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

All **Board Members** **[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.

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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 provided these Chairs have attended all Board meetings where the issue was discussed.

Section 5. [4.] Duties of Elected Officers

a. The President shall:

1. Preside at all meetings of the organization and meetings of the Board Members [Officers] of the Guild;
 1. Act as the Chief Executive [Administrative] Officer of the organization;
 2. In consultation with the Executive Board, appoint standing [all necessary] committee Chairs and special Appointments as needed and serve as ex-officio member on all committees[, standing and special];
 3. Be authorized to sign and co-sign checks of the organization;
 4. 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;
 5. Serve as a spokesperson of the Guild and perform such other duties as are incidental to the office;
 6. Submit a monthly welcome article for the Guild Newsletter or designate someone to submit said article in his/her absence;
 7. Call a special meeting of the Executive Officers as needed [if necessary] .

b. The Vice President shall:

1. Perform the duties of the President in her/his absence with the President's permission;
 1. Develop, in consultation with the Treasurer and Committee Chairs, the annual budget of the Guild;
 2. Organized a collection of quilt blocks for the outgoing

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President;

3. Supervise a review of the Guild By-laws every other year;
 4. Chair the Nominating Committee and conduct the elections;
 5. Collect the Annual Reports and equipment lists from Committee Chairs and provide a document of same to the Guild Website.[:]
 6. [Work with the Webmistress and Committee Chairs to ensure that the website is always kept current.]
- c. The Secretary shall:
1. Record and maintain the minutes of all meetings of the Executive Board;
 2. Handle all official correspondence of the Guild;
 1. Include the ratification on annual membership votes for officers in the minutes of the next Board meeting;
 2. Co-ordinate with the Webmaster to [M] maintain the internet-based calendar, so that meeting announcements are generated automatically and up to date.
- d. The Treasurer shall:
1. Prepare, in cooperation with the Vice President and Committee Chairs, an annual budget for the Guild.
 1. Maintain the Guild's financial records and serve as custodian of the Guild's funds.
 2. 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.
 3. Submit bank reconciliation quarterly for review by the Board and at the end of the fiscal year.
 5. [4.] Be authorized to sign checks on behalf of the Guild.
 6. [5.] Maintain the Guild's non-profit certification card by

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filing necessary forms with the Maryland State Department of Assessment and Taxation (SDAT), and by paying sales taxes as required.

[6.] Remit to the appropriate government authority sales taxes when necessary on behalf of the Guild.

7. 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 officers, nor officers during the year under review. 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.

8. Be custodian of all new contracts [, providing copies to the Guild's internet site].

8. Maintain adequate documentation of all Guild transactions to enable audit or review by an independent CPA. Maintain such documents in accordance with the Guild's retention schedule.

10. [9.] Maintain the Guild's electronic payment account(s) with the assistance of the Webmaster as needed. [PayPal account, in conjunction with the Webmistress.]

11. [10.] Publish a report on the income and expenses of each Guild Fundraiser [Show] in the Guild's Newsletter.

Section 6. [5.] Removal of Board Members and Appointments [Officers]

Any Board Member or Appointee [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

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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 7. [6.] Replacement of Board Members and Appointments [Officers]

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

Article III - Membership and Dues

Section 1. Membership Levels

- a. Membership in this organization has two levels:
 1. **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 their 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;
 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 may also serve as **Board Members or Appointments [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 **[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 October meeting for inclusion in the complete and official membership year, which **coincides with the fiscal year and** runs from July 1st through June 30th. Membership will be accepted after that for those wishing to join later in the

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membership year, but these late members will have an abbreviated membership year, which will still end in June, with no proration of dues.

- c. New members who join after the announcement of membership renewals for the following year, usually in May, will be considered full members for the remainder of the current and succeeding fiscal years. [duration of the May and June, plus the full following year.]

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

- d. All 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 may attend (1) free meeting (as long as there is no speaker). After that first meeting, they must join the Guild or pay a visitor fee.

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.

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- c. Dues paid by the revoked members shall be forfeited to the Guild and said individual member will no longer be allowed to attend any Guild functions.
- d. Eligibility for reinstatement of a revoked member will be at the discretion of the Executive Board at the time of the revocation.

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 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 annual election of officers, shall require a quorum of 35% of the active membership, with decisions made by vote of two-thirds [a simple majority] of those active members present.
- b. Executive Board meeting 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

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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.

Section 2. By-laws currently in effect will [should] be published on the website.

[Addendum: Definitions

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

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

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

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