

BYLAWS of the PRAIRIE STAR QUILTERS GUILD, INC.

Revised and approved April 23, 2007

Article 1 – Name and Purpose

Section 1. This organization shall be known as the Prairie Star Quilters Guild, Inc., hereafter called the “Guild.” The Guild shall be divided into chapters, hereafter called the “Daytime Chapter” and the “Evening Chapter.”

Section 2. This Guild is incorporated as a not-for-profit educational corporation under the laws of the State of Illinois. No one may profit financially from membership in the Guild; however, members providing professional and administrative services for the Guild programming and operations may be fairly compensated.

Section 3. The express purpose of the Guild shall be:

- To promote fellowship among persons in all aspects of quilting;
- To preserve our quilting heritage and traditions;
- To foster an appreciation of fine design and workmanship;
- To encourage quilt making and collecting;
- To contribute to the knowledge of quilting techniques, textiles, patterns, and quilt makers through education, and
- To participate in quilt-related projects that are of service to the community.

Section 4. The Guild shall be nonpartisan and nonsectarian.

Section 5. The Guild’s official logo shall be “The Prairie Queen” quilt block, #3047, from Brackman’s *Encyclopedia of Pieced Quilt Patterns* (1993, American Quilters Society).

Section 6. The fiscal year for the Guild shall be June 1 to May 31.

Article II – Meetings of the Guild

Section 1. Meetings of the Daytime and Evening chapters shall be held each month from June through May, except December.

Section 2. Combined Meetings of the Daytime and Evening Chapters may be held with the cooperation of the Program Vice-President and the approval of the Guild Executive Board.

Section 3. The two chapters shall meet together at the Guild Joint Annual Meeting, which shall be held in April of each year for the purpose of the election and introduction of the New Executive Board, approval of the budget for the next year, and for conducting such other business as may be deemed necessary. The quorum for this meeting shall consist of 20% of the membership.

Article III – Membership

Section 1. Any person over the age of fourteen (14) with a serious interest in the art of quilting shall be eligible for membership in this Guild upon payment of the annual dues. Each member shall declare membership in one of the Chapters. The number of members in each chapter may be limited by the Guild Executive Board.

Section 2. Membership dues shall be determined by the Guild Executive Board and approved by the membership at the Joint Annual Meeting. Membership entitles the member to attend all chapter and joint chapter meetings, to have priority registration for workshops and to opt to receive the newsletter by postal mail. The membership year shall run from September 1 through August 31.

Article IV – Elections (missing from 2001 printing and 2004 revision printing)

Section 1. The officers for this Guild shall be elected at the Joint Annual Meeting of the membership in April of each year and shall serve a term of one (1) year with the exception of the Contracts Chairperson and the Treasurer. No officer shall serve more than two (2) consecutive terms in the same office.

Section 2. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of that position. A candidate for the office of President shall have served previously on the Guild Executive Board or on one of the Chapter Boards. A candidate for the office of Chapter Vice-President shall have had previous Chapter or Guild Board experience.

Section 3. Nominations for the full slate of officers shall be presented to the Guild membership 45 days before elections via the newsletter.

Section 4. Additional nominations may be made from the floor at the following chapter meetings with the consent of the person nominated. Note: Any and all nominations should be accepted from the floor as long as it is for a member in good standing (refer to *Robert's Rules of Order*).

Section 5. Any elected position that becomes vacant for any reason before the completion of the term of office may be filled by Presidential appointment with the approval of the Board of Directors.

Article V – Boards and Officers

Section 1. The Guild Board of Directors shall consist of the following elected officers: President, Program Vice-President, Daytime Vice-President, Evening Vice-President, Secretary and Treasurer. The Board of Directors shall approve all appointments made by the President and the Chapter Vice-Presidents and shall make decisions in emergency situations. The outgoing Board of Directors shall prepare a budget to be approved by the Guild Executive Board in May for the following fiscal year.

Article V – Boards and Officers

Section 2. The Guild Executive Board shall consist of the Board of Directors and the elected Chairperson of the following committees: Membership, Newsletter, Contracts, Education, Public Relations, Nominating, and Activity. Other Committee Chairpersons appointed by the President may also serve on the Guild Executive Board. These may include the Quilt Show chairman, the organizer for small groups (Bee Keeper), and others as the need arises. The Guild Executive Board shall manage the affairs of the Guild. The term of office will begin on June first.

It is the responsibility of all elected Board Members to attend all Board Meetings. Any person with three (3) absences may be removed from the Board. If an appointed or elected Chairperson will be absent for a Board Meeting, she will submit a written report to the President to be entered into the Board Minutes.

Section 3. There shall be a Chapter Board for each Chapter. Each Chapter Board shall consist of the elected Chapter Vice-President, who shall appoint the Chapter Secretary, Social Hostess, and the following Committee Representatives: Program, Workshop, Membership, New Member Hostess, Education, and others as needed. The Chapter Board shall manage the affairs of its respective Chapter.

Article VI – Duties of the Officers

Section 1. The President shall preside at all Guild Board of Directors meetings, Guild Executive Board meetings, the Guild Joint Annual Meeting, and at Chapter meetings in the absence of the Chapter Vice-President. The President shall be an ex-officio member of both Chapter Boards and all Committees except the Nominating Committee and shall perform such duties as are necessary of the office. The President shall appoint any committee chairperson(s) not otherwise provided for in these bylaws. The President shall sign all contracts relating to the business of the guild as a primary or secondary signature. The President may sign guild checks.

Section 2. The Program Vice-President shall act in the absence of the President. The Program Vice-President shall have the primary responsibility for the current monthly meeting programs, including making arrangements for transportation, meals, housing, and hospitality for the speakers. The Program Vice-President shall work with the Contract Chairperson and the Program and Workshop representatives of the two chapters to coordinate presentations of programs and workshops, including venue reservation and preparation, and workshop registrations. The Program Vice-President shall provide monthly Newsletter articles concerning upcoming programs and workshops. The Program Vice-President shall be responsible for promoting registration for workshops at least three months prior to the date of the workshop. The Program Vice-President shall set the price of the workshop to cover expenses of that workshop, as directed by current Guild Policies.

Section 3. Section 3. The Chapter Vice-Presidents shall preside at all meetings of their respective Chapter Guild meetings and Chapter Board meetings. The Chapter Vice Presidents shall appoint the Chapter Secretary, Social Hostess and the following Committee Representatives: Program, Workshop, Membership, New Member Hostess, Education and others as needed. The Chapter Vice-Presidents shall also perform such other duties that are necessary to their office.

Section 4. The Guild Secretary shall keep minutes for the Guild Board of Directors, the Guild Executive Board, and at the Guild Joint Annual Meeting. The secretary will present the minutes of the meeting at the following month's Executive Board Meeting and have those minutes accepted or corrected at that time. The secretary will also keep the Corporate Records, including contracts, of the Guild. The secretary shall conduct general correspondence for the Guild as required.

Section 5. The Treasurer shall act as custodian of the dues, fees and funds of the Guild and shall provide an itemized accounting of the receipts and disbursements to be printed and distributed at each Guild Executive Board Meeting. This statement will be made available at both Chapter meetings. The Treasurer shall be responsible for the payment of services rendered by an individual who has been engaged by the Guild for the purpose of lecture or workshop. The Treasurer shall follow State and Federal regulations, including an annual audit of the books, with respect to the operation of a not-for-profit educational organization. Checks may be signed by either the Treasurer or the President. The Treasurer shall deposit all funds to the credit of the Guild in such banks or other depositories as the Guild Executive Board shall approve. The Treasurer will serve a two-year term plus one month. The Treasurer will orient the incoming Treasurer in guild fiscal procedures.

Article VII – Duties of Guild Executive Board Members

Section 1. The Membership Chairperson(s), with the aid of the Membership Committee (Chapter Membership Reps and New Member Hostesses), shall keep a roster of members, collect dues, distribute membership cards, arrange for member's guests and sign up new members at monthly chapter meetings. The Membership Chairperson(s) shall be responsible for the printing and distribution of the membership directory. She shall work with her committee to prepare New Member Packets.

Section 2. The Newsletter Editor(s) shall prepare the Guild Newsletter and arrange for its printing, ~~and~~ distribution, and web site posting.

Section 3. The Contracts Chairperson shall be elected to a two-year term. The first year shall be served at Contracts Chairperson and the second year as Program Vice-President. After consulting with the Guild Executive Board and the membership, the Contract Chairperson shall plan the monthly programs for the Guild for the second year of the term. The Contracts Chairperson shall be responsible for corresponding with and contracting speakers, preparing the program schedule and estimating a budget to be presented at the Guild Executive Board Meeting in February for approval. The Contracts Chairperson is a member~~s~~ of the Program Committee.

Section 4. The Education Chairperson shall serve as Chairperson of the Education Committee and shall be responsible for coordinating with the Chapter Education Representative in presenting new activities, products, and publications concerning quilting. The Education Chairperson shall be responsible for purchasing memorial books. The Education Chairperson shall appoint a Guild Library Coordinator with the approval of the Guild Board of Directors. This Library Coordinator will be responsible for maintaining the Guild Library, making it available to members for book borrowing, and purchasing new items for the library. Chapter Library assistants may be appointed by the Chapter Vice Presidents.

Section 5. The Public Relations Chairperson shall be responsible for informing the public about the activities and accomplishments of the Guild and creating a liaison with other quilt guilds, historical societies and other similar organizations and shall also maintain historical files of the activities and accomplishments of the Guild and its members. The Public Relations chairperson shall coordinate with the webmaster for updating information about the Guild on the Guild's website.

Section 6. The Nominating Committee Chairperson shall serve as Chairperson of the Nomination Committee. The Nominating Committee Chairperson must have been a member of the immediate past Nominating Committee and may not be a candidate for any office on the slate chosen by the committee. The Nominating Committee shall be appointed by Nominating Committee Chairperson, with the approval of the Board of Directors, and shall consist of at least two members from each chapter. The Nominating Committee shall be responsible during the Guild program year for assisting the Chapter Vice Presidents and other board members in finding committee members and for presenting a slate of nominated officers for the annual Guild Executive Board election in April in accordance with Article IV, Section 3.

Article VIII -- Committees

Section 1. Committees shall be chaired by the designated elected officer ~~of~~ or the appointed chairperson and shall have at least one member from each Chapter appointed by the Chapter's Vice-President to serve as Committee Representative to the Chapter Board for the term of one year. Unexpired terms shall be filled to their expiration date through appointment by the appropriate Chapter Vice-President. All appointments shall be approved by the Board of Directors.

Section 2. The Program Committee shall consist of the Program Vice-President, the Contracts Chairperson, the Chapter Program and Chapter Workshop Representatives. They shall be responsible for planning and executing the programs for the monthly meetings of the Chapters, and coordinating all arrangements for guest lecturers and workshops.

Section 3. The Membership Committee shall consist of the Membership Chairperson, the Chapter membership Representatives and the Chapter New Member Hostesses. They shall be responsible for recruiting and registering new members, compiling and distributing New Member Packets, collecting guest fees,

collecting annual dues, maintaining the membership list and providing for the printing and distribution of directories to the entire membership.

Section 4. The Newsletter Committee shall consist of the Newsletter Editor(s) and the two Chapter Secretaries. They shall be responsible for keeping the membership informed of Guild activities and other quilt-related information by way of a newsletter. The frequency of the newsletter shall be ten per year but may be subject to change with the approval of the Guild Executive Board.

Section 5. The Education Committee shall consist of the Education Chairperson and the Chapter Education Representatives, and Librarians. They shall be responsible for providing current information concerning techniques, books and design in all forms of quilting; providing an area for member-owned businesses to network; making Guild educational materials available to members and purchasing memorial books.

Section 6. The Social Committee shall consist of the two Chapter Social Hostesses. They shall arrange for refreshments and be responsible for the physical set-up to serve these refreshments at the monthly Chapter meetings and work in tandem to provide these services for joint Guild meetings (usually the Election of Officers and the August Picnic).

Section 7. The Nominating Committee shall consist of the Nominating Chairperson and six members comprised of the following: two Chapter Membership Representatives, two Chapter Workshop Representatives, and two members-at-large, one appointed by each Chapter Vice-President. They shall present a full slate of nominees to the Guild Executive Board and the Guild Membership 45 days (2 newsletters) before the election.

Section 8. The Banquet Committee shall consist of the Banquet Chairperson(s) who shall be appointed by the President, with the approval of the Board of Directors. At least one member from each Chapter should be on the committee. The Banquet Committee shall be responsible for the planning and executing of the Annual Spring Banquet. The Banquet Chairperson(s) shall present plans for the Banquet at the Executive Board meeting for approval.

Section 9. The Quilt Show Committee shall consist of the Quilt Show Chairperson(s), who shall be appointed by the President with the approval of the Board of Directors, and other members of the committee appointed by the Quilt Show Chairperson(s) as needed. They shall be responsible for planning and executing the Guild's biennial quilt show. This committee shall be in effect from appointment until the completion of the quilt show for which they are responsible.

Section 10. The Bylaws Review Committee shall consist of a Chairperson and four members appointed by the President and approved by the Board of Directors. This Committee shall be responsible for reviewing the Bylaws and amendments for clarity and continuity every third Guild year. Revised Bylaws should be typed, reproduced and distributed to Guild membership in October of the year revised. Bylaws should be included in all New Member Packets.

Section 11. The Audit Committee shall consist of three members appointed by the president and approved by the Board of Directors. This committee shall audit the books of the Guild within thirty (30) days after the end of the Guild fiscal year.

Section 12. Library resources shall fall under the direction of the Library Coordinator, as appointed by the Education Chairperson. The library will operate at both A.M. and P.M. meetings with the exception being times when it would be too chaotic. The Library Coordinator will secure persons to work the library as needed with the help of VPs. They are responsible for receiving and depositing fines with the Treasurer. They will be

responsible for handling the check-outs and returns of books (and videos if desired). The Board will determine a budget for the purchase of new books and the Library Coordinator and Education Chairman should work together to determine need.

Article IX – Meetings of the Boards

Section 1. The outgoing Board of Directors may meet in advance of the transitional meeting of the Guild Executive Boards in order to sign Annual Report. Further meetings of the Board of Directors shall be held by the call of the President.

Section 2. Guild Executive Board meetings shall be held monthly except in December.

Section 3. In the month following the election of officers, there shall be a joint meeting of the outgoing and incoming Guild Executive Boards in order to effect a smooth transition. This meeting shall be convened by the outgoing President and turned over to the incoming President.

Section 4. Chapter Board meetings may be held at the discretion of the Chapter Vice President.

Section 5. There shall be an annual review of the Policies at the April Guild Executive Board Meeting. Revised Policies shall be typed, reproduced, and distributed to Guild membership yearly with the approval of the Board of Directors. Revised Policies should be included in all New Member Packets.

Article X – Record Keeping

Section 1. All elected officers, committee chairpersons, chapter representatives and appointees shall write an annual report at the end of their respective term in office. This report shall consist of the highlights of the year's activities, procedures, and any other pertinent information to aid the incoming position holders. Reports from the Chapter Representatives and appointees shall be given to their Chapter Vice-Presidents by May 1st. Reports from the Executive Board and special committees shall be given to the Guild President at the crossover meeting. Copies of reports shall be turned over to the incoming officers, representatives and appointees.

Section 2. The Corporate Records shall be the responsibility of the Secretary of the Board of Directors and shall include the written records of the meetings of the Board of Directors, the Executive Board, the Guild Joint Annual Meeting, Monthly Chapter Meetings, Special Joint Meetings and the Treasurer's Report. The Chapter Secretary shall keep a written record of the Chapter Board meetings and their respective Chapter Guild meetings and shall send copies to the Secretary of the Board of Directors to be included in the Corporate Records.

Article XI – Parliamentary Authority

The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary authority.

Article XII – Dissolution

Section 1. This Guild may be dissolved by a vote of two-thirds of the members present at a Special Joint Meeting called to consider dissolution. Notice of the meeting must be mailed or delivered to Guild members at least thirty (30) days prior to the meeting.

Section 2. Upon completion of the dissolution vote, all remaining funds and property shall be distributed as soon as possible to an organization or organizations deemed eligible by rules of the IRS for a non-profit educational organization. The determination of which eligible recipient of the property and/or funds will be made by the majority of the members present to vote for dissolution.

Article XIII – Amendments

These Bylaws may be altered, amended or repealed by new Bylaws adopted at the Guild Joint Annual Meeting by a two-thirds vote of the quorum. Notification by mail or general distribution thirty days in advance of any changes is required.