

HILL 'N HOLLOW QUILTERS GUILD
P.O. BOX 1005
MOUNTAIN HOME, AR 72654
A Non-Profit Corporation, Tax-Exempt under IRC 501 (c) (4)

BY-LAWS

ARTICLE I NAME

The name of this organization shall be: Hill 'N Hollow Quilters Guild.

ARTICLE II PURPOSE

The purpose of the Guild is to preserve, promote, share and teach the art of quilting, and to promote the enjoyment and fellowship of members.

ARTICLE III MEMBERS

Section 1 - **Membership** in this Guild shall be achieved when the annual dues are paid. Any person regardless of race, color, creed, sex or national origin may become a member of this guild upon payment of dues.

Section 2 - **Membership dues** shall be due and payable in January. Anyone joining after July 1 shall pay one-half dues for the remainder of the year.

ARTICLE IV OFFICERS

Section 1 - **Officers** -The officers shall be President, President-elect, Vice President, Secretary and Treasurer. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the Guild. These officers will assume office in January.

Section 2 - **Nominating Procedure** - A nominating committee of three members, excluding the President, shall be appointed by the President and announced at the April regular membership meeting. It shall be the duty of the Nominating Committee to nominate one candidate for each office to be filled and announce such nominations at the October regular membership meeting in advance of the election at the Annual Meeting in November. Nominations from the floor shall be permitted at the annual meeting in November, but the nominee's consent must be obtained in writing prior to the meeting. No person shall serve two consecutive years on the nominating committee.

Section 3 - **Term of Office** – Officers shall be elected for a term of one year, or until successors are elected. No officer shall be eligible to serve for more than two consecutive terms in the same office.

Section 4 - **Vacancies** - Any vacancy in an unexpired term of an officer shall be filled by appointment by the remaining members of the Board of Directors.

ARTICLE V DUTIES OF OFFICERS

Section 1 - **President** shall preside over all regular Guild membership meetings, Board of Directors meetings, and Officers meetings. The President shall be an ex-officio member of all committees except the nominating committee. The President shall appoint all committee chairmen.

Section 2 - **President-elect** shall perform the duties of the President in the absence of the President and shall perform such other duties as assigned by the President. The President-elect shall serve as the Parliamentarian of the Guild. The President-elect shall succeed the President the following year.

Section 3 - **The Vice President** shall serve as liaison for the night meeting of the guild membership. She shall coordinate the programs and activities of the night meetings, and report on activities of the night meeting to the Board of Directors and in the Newsletter, and submit attendance logs to the Membership Chairman for inclusion in the permanent records.

Section 4 - **The Secretary** shall keep an accurate record of all regular Guild membership meetings, and Board of Director meetings. The Secretary shall attend to all general correspondence of the Guild not handled by other officers or committees. The Secretary shall compile an annual report for the permanent records of all policy motions approved by the Board of Directors or the regular membership during the year. The President shall appoint a person to assume the duties in the Secretary's absence.

Section 5 - **The Treasurer** shall collect and disburse all monies; keep an accurate financial record; present a monthly financial report to the members, the Board of Directors and the Audit Committee. The President shall appoint a person to assume the duties in the Treasurer's absence.

Section 6 - It shall be the duty of the officers to transact all official corporate matters and execute all required corporate documents at the direction of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - The Board of Directors shall consist of the Officers and one Committee Chairman representing each Standing Committee of the Guild.

Section 2 - The incoming Board of Directors shall prepare a proposed budget to be presented to the members for approval by the March Guild meeting. After the yearly budget has been approved by the membership, any expenditure during the year that will exceed any individual budgeted item (line item) by more than \$300 must have the prior approval of the Board of Directors and the Guild membership

Section 3 - The Board of Directors shall transact any necessary business between monthly membership meetings. All actions shall be reported to the full membership at the next membership meeting.

ARTICLE VII - COMMITTEES

Section 1 - The **Standing Committees**, appointed by the President, are: Audit, Communication, Community Quilts, Education, Growth and Development, Hospitality, Membership, Opportunity Quilt, and Quilt Show.

Section 2 - The President may appoint **Special Committees** deemed necessary to carry on the work of the organization, and these Special Committees may exist as long as necessary to complete their assignment. Persons serving on these special committees will not be voting members of the Board of Directors.

Section 3 - The Committees may meet as necessary and shall submit a written report to the Board of Directors each month. Each Standing Committee and Special Committee chairman shall maintain a notebook containing details of their work to be passed to the next chairman.

Section 4 - Duties of the Standing Committees are as follows:

A-The **Audit Committee** shall be composed of two members and the President-elect to meet with the Treasurer to check the correctness of the records and make required recommendations.

B- The **Communication Committee** shall be composed of the Newsletter editor, the Publicity Chairman, the Historian, the Photographer, Internal Communication Chairman, Sunshine and

Shadows Chairman and Website editor. This committee shall be responsible for keeping the membership informed of all business, activities, and concerns of the Guild. This committee shall be responsible for obtaining and editing information of interest to Guild members for publication and distribution in a monthly newsletter approximately 10 days prior to regular membership meetings. This committee shall maintain the Guild website. This committee shall respond to inquiries and requests and direct such business to the proper persons and follow up on inquiries when necessary. This committee is responsible for publicizing the Guild and Guild activities to the community through various communication medias, i.e. newspaper articles, magazine articles, flyers, radio and television. This committee shall maintain a record of Guild activities through scrapbooks, photographs, and written documents.

C – The **Community Quilt Committee** shall make necessary arrangements and provide guidelines for the participation of Guild members in the making of quilts for donation to community organizations approved by the Board of Directors.

D – The **Education Committee** shall be responsible for programs, workshops, classes, challenge opportunities, the library and bus trips. This committee is responsible for organizing, planning, recruiting and arranging for presentations of interest to the members at the regular guild meetings. This committee shall maintain the Guild Library and arrange bus trips for the membership to various educational events.

E – The **Growth and Development Committee** shall be composed of 5 members to identity and evolve long-range plans for the Guild. Starting January 2009, three of these members will be replaced with new members and the following year two will be replaced. This rotation system will continue on an annual basis thereafter. The facilities committee, a sub-committee of the Growth/Development Committee shall consist of three members who will research the facility needs of the Guild, evaluate available facilities and make recommendations to the Growth and Development Committee.

F - The **Hospitality Committee** shall greet and register members and guests. They shall maintain a sign-in sheet for members and guests and see that this is given to the Membership Chairman for filing. They shall be responsible for procuring and making available monthly door prizes and shall be responsible for refreshments for monthly meetings and other occasions requested by the Board of Directors.

G – The **Membership Committee** shall collect dues, issue membership cards and publish membership lists, new member packets, and update the membership list through the website. This committee shall prepare and keep roster sign-in sheets for all general membership meetings and night guild membership meetings.

H – The **Opportunity Quilt Committee** shall be responsible for the production of a quilt each year as a fund-raiser for the Guild. This committee shall also be responsible for the printing, and distribution of numbered tickets to members for soliciting donations for our fundraising quilt. The Committee shall maintain accurate financial records to be provided monthly to the treasurer as funds are collected. This committee shall coordinate the display of the quilt to facilitate donations.

I – The **Quilt Show Committee** is in charge of proposing a budget to be approved by the Board of Directors, selecting a location for the Show, obtaining a judge, planning the details of the show and enlisting help from other committees. It is the chairman's responsibility to make periodic reports to the Board of Directors on the show plans, progress and policies.

ARTICLE VIII - MEETINGS

Section 1- **Regular Guild Membership Meetings.** The regular meeting of the Guild membership shall be held on the first Friday of each month, unless otherwise ordered by the Board of Directors. Other membership meetings may be scheduled by the Board of Directors as needed. All membership meetings are open to all members and will follow the By-laws and Standing Rules of the Guild.

Section 2 - **Annual Meeting** - The regular meeting in November shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and transacting any other business that may arise.

Section 3 - **Board of Directors Meetings** - The Board of Directors shall hold their monthly meetings at a time and place selected by the President. Any member may attend the Board of Directors meetings.

Section 4 - **Officers Meetings** - The Officers may meet when necessary to discuss problems, formulate and implement decisions regarding current Guild activities or other Guild related business to be presented to the Board of Directors for action. The Officers are responsible for the preparation of a budget to be presented to the Board of Directors for action.

Section 5 - **Special Meetings** - Other meetings may be called by the President, the Board of Directors, or by six members of the Guild (two of whom must be Board members). A seven-day notice, stating the business of the special meeting is required and no other business other than that stated in the notice may be transacted.

ARTICLE IX - QUORUM

Section 1 - The majority of members present at a regular Guild membership meeting or a Board of Director meeting constitute a quorum in voting matters.

ARTICLE X - NON-PROFIT ORGANIZATION

The Hill 'N Hollow Quilters Guild shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary purposes. Income received by the organization shall be applied exclusively for the not-for profit purposes of the organization. No part of the income shall ever inure to the benefit of any private member or individual.

ARTICLE XI - DISSOLUTION

Upon termination or dissolution, any surplus of property or assets remaining after all debts and obligations have been paid may be offered to members for agreed upon reasonable price. Any remaining library books shall be donated to the Baxter County Library and any other remaining assets shall be donated to a non-profit, tax exempt (under Section 501 (c) (3) quilt-related organization whose purposes are similar to this organization.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules in the current edition of Robert's Rules of Order, Newly Revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XIII - AMENDMENT OF BY-LAWS/STANDING RULES

The **By-Laws** may be amended at any regular meeting of the organization by a two-thirds vote of the members present provided that the amendment has been submitted in the Newsletter 10 days prior to being brought to a vote. Amendments to the **Standing Rules** shall be recommended by a quorum of the Board of Directors and approved by a majority of the members present and voting at any meeting.

Adopted November 9, 2007, Regular Guild Membership Meeting
Motion by: Margaret Wilburn, Seconded by Pat Seuling, motion passed.

