

BYLAWS
of the
UTAH QUILT GUILD

These bylaws are hereby adopted and established as the Bylaws of the Utah Quilt Guild. These Bylaws and any amendments thereto shall apply upon their adoption and shall be binding upon all present and/or future Members of the Board of Directors, all Chapters, and all Members of the Utah Quilt Guild.

ARTICLE I
NAME AND PURPOSE

1.1. – NAME

This organization shall be known as the Utah Quilt Guild, also known as the Guild or the UQG, and is a non-profit organization.

1.2. – PURPOSE

The primary purpose of the UQG is to encourage, promote and preserve the art of quilt making throughout the state of Utah.

ARTICLE II
GUILD STRUCTURE

2.1 – GUILD COMPOSITION - The Guild is comprised of the following entities:

A. BOARD OF DIRECTORS

- i) Elected Officers consisting of the President, President-elect, Vice-president, Secretary, Treasurer, and the Immediate Past-president.
- ii) Area Representatives comprising one Representative from each of the current Areas.
- iii) Appointed Officers.

B. AREAS - The state is subdivided into Areas, the numbers of which may vary depending on the needs of the Guild. Each Area is comprised of chapters and is represented by an Area Representative.

C. CHAPTERS – A chapter is a group of quilters that has three or more members of the UQG who meet on a regular basis.

D. GENERAL MEMBERSHIP – Members in good standing who band together in fellowship to promote the art of quilting.

E. JUNIOR MEMBERSHIPS – Persons of age 18 and under may become members of UQG if they do so qualify.

ARTICLE III
MEMBERSHIP

3.1 - MEMBERSHIP – All persons committed to the Purpose of the Utah Quilt Guild are eligible for membership. UQG members may belong to the Guild without participating in any Chapter.

A. APPLICATION PROCEDURE –

- i) One becomes a member by completing a written application and paying annual dues.

- ii) Application forms and dues are submitted to the UQG Membership Registrar for processing.

B. DUES PERIOD

- i) The dues period is from April 1 of the current year to March 31 of the following year.
- ii) Membership applications received after Quilt Fest in the fall to January 1 shall pay one half the annual dues amount which will expire on March 31 next.
- iii) Membership applications received January 1 or after will pay the full dues amount and will expire on March 31 of the following year.
- iv) No other pro-rated amounts will be accepted.
- v) Membership is terminated when yearly dues are not renewed by May 1st.

3.2 - CHAPTERS - A Chapter shall be three or more members who form a group and who meet regularly. A Chapter combined with other Chapters shall belong to an Area. Persons not members of the Guild can participate if a Chapter so desires.

A. FORMATION

- i) A proposed chapter in the UQG shall submit to the UQG Vice-president its name, the name of the president and the location(s) of the meetings.
- ii) The Chapter President shall be a member of the UQG. Upon verification, the Chapter is placed in an Area and is included in the listings of UQG approved Chapters.
- iii) To be eligible for Chapter prize money, the Chapter information shall be current, and at least three members of the Chapter shall be current members of the UQG.
- iv) The Chapter charter shall be renewed annually.

B. MEETINGS - Chapters meet as often as desired and plan their own activities.

ARTICLE IV GOVERNANCE – BOARD OF DIRECTORS

The overall supervision and governance of the Utah Quilt Guild will be provided by and is the responsibility of the Board of Directors. Elected Officers and Area Representatives are voting members and must be in attendance to vote.

4.1 EXECUTIVE COMMITTEE

- A. **COMPILATION** - From among the Board of Directors is the Executive Committee comprised of the President, Past-president, President-elect, and one additional officer if the President so desires.
- B. **EMERGENCY DECISIONS** – The Executive Committee is authorized to conduct the business of the UQG in an emergency or when it is not expedient or necessary to convene the entire Board of Directors.
- C. **AREAS EMERGENCY**– If the emergency decision involves an Area, the Area Representative shall be consulted.

4.2 - ELECTED OFFICERS. All Elected Officers must be current members of the Utah Quilt Guild, shall be in good standing, and shall remain so for the duration of their service to the Board. Officers shall serve their term of office as designated or until their successors are selected. No officer shall hold more than one elected office at the same time.

- A. **PRESIDENT:** The President serves a one-year term and the duties are as follows:
 - i) conducts business of the Guild under direction of the Board of Directors.
 - ii) is President of the Executive Committee and of the Board of Directors.

- iii) presides at all meetings of the Board and conducts all meetings according to Roberts Rules of Order.
 - iv) reviews all financial matters with the Treasurer, is a co-signatory on checks as needed.
 - v) conducts the business portion of the UQG annual Quilt Fest.
 - vi) is a member of the Quilt Fest Committee.
 - vii) makes and provides a small quilt to the This is the Place Heritage Park for their display.
- B. **PRESIDENT-ELECT:** The President-elect serves a one-year term and the duties are as follows:
 - i) assumes duties of President in his or her absence or inability to serve.
 - ii) serves as counsel to the President.
 - iii) is co-signatory on checks as needed.
 - iv) provides a line of communication between the UQG Board and This is the Place Heritage Park.
 - v) becomes President following term as President-elect.
 - vi) will become President if that office is vacated for whatever reason.
 - vii) is Co-Chair of the Quilt Fest Committee.
- C. **VICE PRESIDENT:** The Vice-president serves a one-year term which, if desired, can be renewed up to a total of three years, and the duties are as follows:
 - i) maintains a list of Area officers, Chapter officers and Chapter Charters.
 - ii) fills vacancies of Areas when an Area Representative resigns or is unable to continue in that capacity.
 - iii) maintains a list of Resource Teachers and provides it to the Webmaster.
 - iv) coordinates with the State representative of the Fallen Officer organization to provide quilts for families.
- D. **SECRETARY:** The Secretary serves a one-year term which, if desired, can be renewed up to a total of three years, and the duties are as follows:
 - i) takes and maintains the minutes for the Board of Directors meetings.
 - ii) maintains the roster of board members and records their attendance at board meetings.
 - iii) takes minutes for the business portion of the UQG annual business meeting.
 - iv) serves as secretary of the Quilt Fest Committee.
- E. **TREASURER:** The Treasurer serves a one-year term which, if desired, can be renewed up to a total of three years, and the duties are as follows:
 - i) receives and disburses funds from all Guild activities and is co-signatory on checks as needed.
 - ii) maintains a thorough record of all receipts and disbursements and balances the checkbook monthly.
 - iii) makes financial reports at each Board meeting, at the annual business meeting during Quilt Fest, following any special events, and at least once a year in the newsletter.
 - iv) closes all financial records by January 1 and submits them to the outside auditor by January 15 of each year.
 - v) is a member of the Quilt Fest Committee.
 - vi) files a tax return to the Internal Revenue Service.
- F. **IMMEDIATE PAST-PRESIDENT:** The Immediate Past-president serves for one year and the duties are as follows.
 - i) counsels with the President.
 - ii) serves as Chair of the Quilt Fest Committee.
 - iii) serves as Chair of the Nominating Committee.

4.3 – AREA REPRESENTATIVES – The state of Utah is divided into areas and, with the assistance of the UQG Board, each Area is responsible for assisting in the selection of the Representative for that Area. The Area Representative is a current member in good standing with the UQG and shall remain so during his/her service on the Board. The Area Representative serves for one to three years and may serve longer if not challenged.

A. DUTIES are as follows:

- i) is an integral and essential liaison between the Area Chapters and the Board.
- ii) is in attendance at UQG Board meetings as a voting member. If he/she cannot attend, he/she is expected to notify someone on the Executive Committee of the need to be absent.
- iii) may coordinate Area-wide workshops, contests and/or shows as desired by the local chapters.
- iv) gathers news of area events and submits them monthly to the newsletter editor.

4.4- APPOINTED OFFICERS –Officers are appointed by the Board and generally serve a minimum of one year. Appointed officers are invited to attend all Board meetings as non-voting members. Each Appointed Officer is a current member in good standing with the UQG and shall remain so for the duration of his/her service on the Board.

A. PARLIAMENTARIAN

- i) knows and understands the UQG Bylaws.
 - a. At Board meetings, enforces Roberts Rules of Order in compliance with the UQG Bylaws.
- ii) maintains and, upon request, distributes updated copies of the Guild Bylaws.
- iii) with the Executive Committee, compiles proposed amendments to the Bylaws.
- iv) upon ratification of proposed amendments by the Board, submits proposed amendments to the Beeline editor for notification of all members.
- v) reports the results of the election of officers and the ratification of amendments to the Bylaws at the Annual Business Meeting.

B. WEB MASTER

- i) has e-mail abilities and computer experience.
- ii) coordinates with the Social Media Officer, the Beeline Editor and others for the purpose of keeping website information current.
- iii) reviews proposed website additions, changes and deletions for accuracy.

C. SOCIAL MEDIA OFFICER

- i) has e-mail abilities and computer experience.
- ii) has knowledge and understanding of social media platforms such as Facebook, Instagram, Twitter and Blog and shall know how to post UQG items on these platforms and shall keep all platforms current.
- iii) coordinates with the Webmaster for the purpose of keeping all posted information current.

D. NEWSLETTER EDITOR

- i) Issues the Beeline, an online newsletter, to UQG membership, 11 times a year.
- ii) Attends board meetings to receive instruction, gather news and report news, or sends a reporter to do the same.
- iii) Sets advertising fees with Board approval.
- iv) Bills advertisers and collects advertising fees.
- v) Provides updates and information to the Website Coordinator

E. HISTORIAN

- i) Keeps a permanent record of major UQG activities through the use of photos and media clippings.
- ii) Assigns a photographer to cover Guild events and/or gathers photographs.
- iii) Has the permanent history available at appropriate meetings for members to read.
- iv) Coordinates with the President-elect to maintain history records at This is the Place Heritage Park.

F. MEMBERSHIP REGISTRAR

- i) Receives membership application forms and dues, and deposits dues.
- ii) Maintains membership records for Guild use.
- iii) Updates online member directory.
- iv) Shall have e-mail abilities and computer experience.

G. PROPERTY CHAIRPERSON

- i) Maintains and stores UQG equipment.
 - a. schedules use of quilt stands and other equipment for personal use.
 - b. charges a deposit for any equipment use which shall be returned upon the successful return of the equipment.
- ii) Deposits all fees and gives deposit slips to the Treasurer.
- iii) Submits an inventory of property acquisitions and disposals to the Treasurer by year's end.

ARTICLE V MEETINGS

5.1 - MEETINGS

- A. BOARD OF DIRECTORS MEETINGS** - The Board shall hold regular business meetings a minimum of four times a year or more often, when necessary.
- i) **QUORUM** – One-half plus one of the voting members on the current roster of elected officers and area representatives who are in attendance shall constitute a Quorum. No member may cast a vote without being in attendance at the meeting.
 - ii) **ACT OF BOARD** -The majority vote of attending members shall be the act of the Board. Board members shall act only as a Board, and individual members shall have no individual powers as such.
 - iii) **ATTENDANCE** – Voting Board members shall be in attendance at all meetings. If they cannot attend, they are expected to notify someone on the Executive Committee of their need to be absent.
 - iv) **ELECTRONIC COMMUNICATION** - Any Board member unable to attend a regular Board meeting or Special meeting in person, may participate through the use of any means of available electronic communication wherein Board members may hear, and possibly see, each other simultaneously.
 - v) **VIRTUAL DISTANCE MEETINGS** - Upon a majority vote taken by the Executive Committee, the Board meeting may be held in a virtual setting wherein all Board members may hear, and possibly see, each other simultaneously.
 - vi) **APPOINTMENTS** – The Board selects persons to serve as Area Representatives, Appointed Officers, forms committees and chooses chairpersons for the committees.
 - vii) **VACANCIES** - The Board shall appoint another UQG member to fill the unexpired term of a vacated office.

B. SPECIAL MEETINGS – Special meetings of either the Board or the Executive Committee may be called at the request of the President, at the request of a quorum of the Board of Directors, or at the request of a petition signed by 20 or more members of the Guild.

C. ANNUAL BUSINESS MEETING – There shall be an assembly of members at the Annual Business Meeting held in conjunction with Quilt Fest.

- i) results of the election of new officers and the results of the ratification of any proposed bylaws amendments shall be reported.
- ii) any member may be allowed to participate in an open forum discussion provided the member has previously emailed the UQG and has asked to be placed on the agenda.
- iii) In the event of a pandemic, act of God, force majeure, or any other act that prevents an assembly of members, the UQG Board shall hold a Virtual Annual Business Meeting open to all UQG members

ARTICLE VI FINANCIAL OVERSIGHT

6.1. FINANCIAL OVERSIGHT – The Board shall oversee all financial transactions and/or obligations of the UQG. The Board sets the dues, authorizes the budget and the annual audit of the books.

A. DEPOSITS – Funds of the UQG not otherwise employed shall be deposited from time to time to the credit of the UQG in banks or other depositories as the Board has chosen.

B. CONTRACTS – Contracts for UQG shall be negotiated and finalized by the Executive Committee.

- i) Contracts for Quilt Fest shall be negotiated and finalized by the Quilt Fest Committee chair. Such contracts will include those with teachers, vendors, costs of the conference center, and any other costs that may arise.

C. SALE OF ASSETS - Before an asset is sold, the sale price shall be decided upon by the Executive Committee. Non-UQG members shall pay the retail price; however, members shall pay a reduced price.

D. RENTALS – the rental price of all assets shall be decided upon by the Executive Committee.

E. SIGNATORIES OF CHECKS – Checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed as according to these Bylaws.

- i) Two authorized signatures are required on each check or draft written.
- ii) No signatory may sign a check into his/her own name.

F. FISCAL YEAR - The fiscal year shall be January 1 to December 31 of each year.

G. REPORTS – Financial reports shall be made by the Treasurer at all meetings and annually in the newsletter.

ARTICLE VII NOMINATION AND ELECTION OF OFFICERS

7.1 – NOMINATING COMMITTEE

A. CHAIR - Chair of the Nominating Committee is the Past-president.

B. MEMBERS - Two members of the Committee shall be appointed by the Executive Committee and shall be later ratified by the Board.

C. AREAS – If possible, all three members shall come from different areas of the State.

7.2 – VACANCIES

A. PUBLISHED - Vacancies of offices will be published in the Beeline newsletter.

- B. CHALLENGE** – All elected positions, with the exception of President and Past president, may be challenged each year by new candidates.
- C. CANDIDATES** - The Nominating Committee shall select candidates for each vacancy and shall submit the proposed slate of officers to the Board for its approval prior to Quilt Fest.
- D. ELIGIBILITY** - All proposed candidates shall be UQG members in good standing. Members of the Nominating Committee are eligible to place their own names for nomination.

7.3 – ELECTION

- A. PROPOSED CANDIDATES** – At least 60 days prior to the Annual Business Meeting, the Nominating Committee shall notify each member of the UQG of the official slate of candidates. Included shall be a short biography of each candidate.
- B. BALLOT** – At least thirty days prior to the Annual Business Meeting, an electronic ballot shall be issued to each member of the UQG by virtue of email.
 - i) The member receiving the ballot shall be given 15 days to return the completed ballot, by virtue of email, to the UQG. The ballot shall be considered valid if it is received by midnight of the due date which is specified.
- C. ANNOUNCEMENT** – – The winning candidate(s) shall be announced at the Annual Business Meeting.

7.4. – TERM – The new terms of office shall begin January 1.

- A. TRANSITION** – Transition shall take place between Quilt Fest and January 1 when information and supplies shall be transferred from outgoing officers to incoming officers.

7.5 - FORCE MAJEURE – In the event of a pandemic, act of God, force majeure, or any other such act that does not allow Quilt Fest to take place for the year in question, the Board has the authority to extend the Elected Officers positions to the following year by a majority vote of the Board of Directors.

ARTICLE VIII RESIGNATION OR TERMINATION OF OFFICERS

8.1 – RESIGNATION Excluding the President, in the event of death or resignation of an elected officer, an appointed officer, or an area representative, another UQG member can be appointed to fill the unexpired term of the vacated office. The appointment shall be made by a majority vote of the Board.

8.2 – TERMINATION – It is expected that all members of the UQG Board will demonstrate the ability to work productively with colleagues and exhibit mutual trust, respect and ethical behavior. They will participate actively, attend meetings, uphold the purpose and mission of the UQG, and do their jobs as outlined in the Bylaws.

- A. WRITTEN WARNING** - In the event any member of the Board of Directors fails to abide by the expectations of the office, a written warning will be issued by the President notifying the member of his/her non-compliance and informing the member of the consequences of such non-compliance.
- B. TERMINATION** – If the written warning from the President yields no satisfactory improvement or solution, the member shall be terminated by a majority vote of the Board of Directors.
- C. OFFENDING PARTY** – In the event the offending party is the President of the Board, a Quorum of the Board will issue the written warning.

ARTICLE IX COMMITTEES

- 9.1 – COMMITTEES** – The UQG shall form committees depending on the needs of the Guild.
- A. QUILT FEST COMMITTEE** – The Quilt Fest Committee is formed for the purpose of presenting an annual quilt festival to the members of UQG and others.
 - B. NOMINATING COMMITTEE** – The Nominating Committee shall compile a slate of candidates to be presented to and voted upon by the membership.

ARTICLE X BYLAWS

10.1 – BYLAWS – The Bylaws are the governing rules by which the Utah Quilt Guild shall operate. The Bylaws shall govern the Board’s actions and decisions.

10.2 – AMENDING BYLAWS

- A. PROPOSED AMENDMENTS** – Any member of the Board or any member from the general membership may propose an amendment to the bylaws.
- B. COMPILATION OF PROPOSED AMENDMENTS** – At least 75 days prior to the Annual Business Meeting, any proposed amendments to the Bylaws shall be compiled by the Executive Committee and the Parliamentarian and shall be presented by the Parliamentarian to the Board, in writing, for its ratification.
- C. NOTIFICATION** – At least 60 days prior to the Annual Business Meeting, each member of the UQG shall be notified of any proposed amendments to the Bylaws.
 - i) Between at least 60 and 45 days prior to the Annual Business Meeting, a Special Meeting shall be called by the Executive Committee for the purpose of having debate and discussion among interested members over the proposed amendments. The Special Meeting may be held in person and/or virtually.
 - ii) Between 60 and 45 days prior to the Annual Business Meeting, any comments or discussion on the proposed amendments may be taken by email.
- D. BALLOT** – At least 30 days prior to the Annual Business Meeting, an electronic ballot shall be issued to each member of the UQG by virtue of email. The ballot will require only a yes or no vote on the proposed amendment(s).
 - i) The member receiving the ballot shall be given 15 days to return the completed ballot, by virtue of email, to the UQG. The ballot shall be considered valid if it is received by midnight of the due date which is specified.
- E. ANNOUNCEMENT** – The results of the vote on the proposed amendment(s) shall be announced at the Annual Business Meeting.