

SWW RAINY DAZE QUILT GUILD

Bylaws

ARTICLE I Name and Location

The name of this organization shall be the Southwest Washington Rainy Daze Quilt Guild. Its headquarters shall be located in Chehalis, Washington.

ARTICLE II Purpose

1. We are a non-profit organization dedicated to the promotion and preservation of the art of quilt making through education, workshops, lectures, demonstrations, and exhibits offered to the members and to the community.
2. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)3 of the Internal Revenue Code.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)3 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)2 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III Membership

1. Membership in Southwest Washington Rainy Daze Quilt Guild is open to all interested persons 18 years of age or older.
2. Qualification for membership shall be payment of current annual dues.
3. Members may be removed with or without cause by a 2/3 majority of the established quorum of the Board.

ARTICLE IV Dues

1. Dues are for a twelve (12) month period (January - December). Renewal dues are payable on or by the January meeting.
2. Dues will be collected from new members at the current established rate at the time they join, and again at the beginning of each calendar year, except prorated as follows: July - October, half dues; November or December credited towards the upcoming calendar year.
3. Dues are determined by the Board and approved by a majority of the membership as defined in Article XI.
4. Guests are welcome without payment of dues for two (2) visits.

ARTICLE V Officers and Duties

1. The President shall be responsible for presiding at all membership and Board meetings and shall be charged with the general management and supervision of the Guild. The President shall be an ex-officio member of all committees and shall appoint all standing committee chairpersons. The President may also remove a committee chairperson for cause. Should an Officer position be vacated the President shall appoint a replacement for the remainder of the current term. The President will sign all miscellaneous unsigned vouchers for payment.
2. The Vice President shall serve as President in the absence of the President and will perform other duties as agreed by the President and Vice President.

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3. The Secretary shall keep an accurate record of all meetings of the Board and general membership meetings, keep all contracts and other instruments, maintain a file system of all minutes for future reference and handle and distribute the mail. The Secretary will keep inventory and Guild property and location records.
4. The Treasurer shall receive funds from committees and disburse all funds of the Guild. The Treasurer will maintain accurate records of all funds received and disbursed. The Treasurer shall deposit all monies in the bank approved by the Board. The Treasurer shall submit an itemized Budget/Income/Expense report not less than two (2) times per year (January, as of year end and July, as of mid year) and publish it in the Newsletter to the Guild.
5. Any member of the Board may be removed by the Board, with or without cause. The entire board is to be notified, in writing, at least 20 days in advance of any meeting at which an official vote for removal is to take place. A 2/3 majority of the established quorum of the board is required for removal.

ARTICLE VI Board

Our Board is a group of people legally charged with the responsibility to govern our Guild. The Board is responsible to our members.

1. The major duties of the Board are to:
 - a. Provide for continuity of the organization.
 - b. Govern the organization by establishing and monitoring policies and objectives.
 - c. Acquire sufficient resources for the organization's operations
 - d. Account to the members for services and expenditures of the organization.
2. The Board shall consist of President, immediate Past President, Vice President, Secretary, Treasurer, members at large, (to be determined through the annual Officer Election process).
3. Meetings of the Officers are referred to as "Board Meetings".

ARTICLE VII Nominations

1. A nominating committee of at least three members shall be appointed by the President by the July meeting each year.
2. The Nominating Committee shall nominate candidates for the elected offices of President, Vice President, Secretary, Treasurer and Members at Large for the upcoming term.
3. The slate of nominees shall be presented at the October meeting. Further nominations may be accepted from the floor at the November meeting. No member shall be nominated from the floor without his or her consent.
4. The election of officers will be by ballot vote for any offices with multiple candidates at the regular meeting in November, New Board will take office on January 1st.
5. The term of office shall be one year, or until replaced, for all elected officers. Terms coincide with our fiscal year, from January to December. No officer shall hold more than one office at a time.

ARTICLE VIII Committees

1. Committees shall be established as required to satisfy the programs and needs of the Southwest Washington Rainy Daze Quilt Guild.
2. Members may serve on more than one committee. Committee Chairpersons are required to attend board meetings. If a Committee Chairperson or other board member is unable to attend, they shall

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send an alternate or a written report to the board meeting. The Committee Chairpersons of the Communications, Community Service, Programs and Activities, Quilt Show/Retreat, and Ways & Means committees have a vote on the Board and are counted in the quorum.

ARTICLE IX Fiscal Inspections

A fiscal inspection shall be done anytime the Treasurer position is vacated. Additional fiscal inspections may be requested by the Board.

ARTICLE X Board Meetings

1. Board meetings shall be held monthly.
2. A special Board Meeting may be called by the President or three members of the Board as needed. A three day notice to all members of the Board will be given.
3. A Board Meeting may be called before the regular meeting by the President as necessary.
4. Board Meetings shall be conducted by standard parliamentary procedures (Roberts Rules of Order.)
5. A simple majority shall represent a quorum of the board except where otherwise noted.

Article XI Membership Meetings

1. General Membership meetings shall be held monthly.
2. At a General Meeting, a quorum constitutes 25% of the membership.
3. The membership elects the board, the board sets policy.

ARTICLE XII Dissolution

Upon dissolving and dissolution of this corporation and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)3 of the Internal Revenue Code.

ARTICLE XIII Amendments

1. These bylaws may be amended or rescinded by a majority vote at any regular meeting if notice is given one month in advance. A quorum (25% of the membership) of the members must be present at such meetings, and shall constitute a majority vote.
2. All approved bylaws and changes shall be in effect from the date of adoption.
3. The original bylaws were approved on October 14, 1997, and amended on Feb. 13, 2001, November 11, 2003, September 8, 2004, July 8, 2008, and May 9, 2009. These revisions to the bylaws were approved on December 9, 2014.