

**FRIENDSHIP KNOT QUILTERS' GUILD, INC.
SARASOTA, FLORIDA
BYLAWS**

ARTICLE I. NAME

SECTION 1.

The name of this organization will be the FRIENDSHIP KNOT QUILTERS' GUILD, INC., hereinafter referred to as the Guild.

SECTION 2.

ARTICLE II. OBJECTIVES

SECTION 1.

To promote education in all areas of quilting.

SECTION 2.

To sponsor and support quilting activities.

SECTION 3.

To encourage quilt making and collection.

SECTION 4.

To enhance the knowledge of quilting techniques, textiles, history of patterns, and quilt makers.

SECTION 5.

To promote fellowship, mutual aid and common interests.

ARTICLE III. POLICIES

SECTION 1.

The program of the guild shall be developed through conferences, committees, and projects. A separate Guild Policies statement shall define operational policies as referenced throughout this document. These policies shall be approved by the Executive Board.

SECTION 2.

This organization shall operate as a non-profit 501(c)(3) organization under the law of the State of Florida and no part of the income of this organization shall benefit any individual member.

SECTION 3.

The organization may cooperate with other organizations of like interests.

SECTION 4.

In the event of dissolution of the organization, the assets will be disposed of to a quilt-related non-profit charitable educational entity by suggestion of the Executive Board with the approval of a majority of the members present, due notice given.

SECTION 5.

A quorum shall be the sum of members in good standing in attendance.

SECTION 6.

The fiscal year of the Guild shall run the calendar year.

SECTION 7.

The charity's officers must ensure that the organization maintains its tax-exempt status and meets its ongoing IRS compliance responsibilities.

ARTICLE IV. MEMBERSHIP AND DUES

SECTION 1.

Membership will be composed of persons interested in the goals of the organization. Members in good standing have paid current annual dues. Visitors are welcome according to Guild Policy.

SECTION 2.

The voting body of this organization will consist of members in good standing in attendance.

SECTION 3.

Members in good standing in attendance will be eligible to vote on:

- A. Amendments to the Bylaws.
- B. Election of officers.
- C. Guild projects and other business necessary to the operation of the Guild.

SECTION 4.

If a member is delinquent in Guild dues, after one (1) month the member shall be filed as inactive and said member shall have no voting rights.

SECTION 5.

A member may be reinstated upon application and payment of current annual dues.

SECTION 6.

The annual dues for membership in the Guild shall be collected on application for membership.

SECTION 7.

Dues will be yearly for all membership rights and privileges. The amount of dues will be determined by the Executive Board and will be approved by a majority of members in good standing in attendance.

SECTION 8.

Dues will be due and payable annually. Dues will be collected by the Membership Chair.

SECTION 9.

The Guild's founders, Peggy Koons and Lois Mahaffey, shall be Honorary Lifetime Members.

ARTICLE V. OFFICERS AND ELECTIONS

SECTION I.

The elected officers of this organization will be PRESIDENT, FIRST VICE-PRESIDENT, SECOND VICE PRESIDENT, SECRETARY, AND TREASURER. The officers are elected for a term of two (2) years in an alternating term model. This shall be known as the EXECUTIVE BOARD.

SECTION 2.

The term of office will be for two (2) years from January 1st to December 31st. The positions of 1st Vice-President and Treasurer will begin their terms in even years. The positions of President, 2nd Vice-President, and Secretary will begin their terms in odd years. In order to transition to this model, the offices of President, 2nd Vice-President, and Secretary will be elected to a one (1) year term (2016). The offices of 1st Vice-President and Treasurer will be elected for a standard term of two (2) years (2016-2017). Thereafter beginning in 2017, the expiring offices (President, 2nd Vice-President, and Secretary) will advance to two (2) year terms. Election of officers will be at the November meeting, by a majority of members in good standing in attendance. Installation will be at the December meeting. Officers shall assume their duties January 1st of the following year.

SECTION 3.

A pro tem committee called the Nominating Committee will be appointed by the President, who will also appoint its chairman. The committee will propose a slate of officers for open positions which will be published in the November newsletter for membership consideration. The slate will be voted on at the November meeting. Candidates may be nominated from the floor with the consent of the nominee required.

SECTION 4.

In the event of more than one nominee for any office, paper ballots will be made available. The Secretary will count votes with assistance, if desired, from any member. In case of no nominations from the floor, the Nominating Committee Chairperson will move to accept the slate of officers by acclamation.

SECTION 5.

A vacancy in any office will be filled through appointment by the Executive Board. A vacancy in any committee will be filled through appointment by the President.

ARTICLE VI. DUTIES OF THE OFFICERS

SECTION 1. PRESIDENT

- A. The President shall preside at all meetings of the membership and of the Executive Board but may designate any other officer or member of the Executive Board to do so.
- B. The President shall be the official spokesman of the organization on all matters of policy pertaining to the organization.
- C. Subject to the control of the Executive Board, the President shall in general supervise and control the property and affairs of the organization.
- D. The President shall take whatever steps necessary to implement the decisions of the Board and the membership and perform such duties usually incident to such office.
- E. The President shall appoint all committees and their chairmen.
- F. The President shall appoint an audit committee annually.
- G. The President shall serve as ex-officio member of all committees, except the Nominating Committee.

SECTION 2. FIRST VICE-PRESIDENT

The First Vice-President shall Chair the Education Committee and perform all duties of the President in the absence or disability of the President.

SECTION 3. SECOND VICE-PRESIDENT

The Second Vice-President will Chair the Program Committee and shall also serve as Coordinator of the general meetings.

SECTION 4. SECRETARY

- A. The Secretary shall keep records of the regular meetings, Executive Board meetings and any other required by the organization.

B. The Secretary shall perform such other duties usually incident to such office.

SECTION 5. TREASURER

- A. The Treasurer shall collect all monies owing to this organization and supervise the disbursement of funds of the organization.
- B. The Treasurer shall keep a record of and account for all monies collected and disbursed, and prepare or cause to be prepared for presentation report of the financial condition of the organization at each meeting of the membership. The president will review the treasurer's records including the bank statements on a quarterly basis.
- C. The Treasurer shall perform such other duties usually incident to such office or as may be assigned by the President or Executive Board.
- D. The Treasurer shall be the head of any Finance committee.
- E. Authorized signers of checks for approved disbursements shall be the President and the Treasurer.

ARTICLE VII. EXECUTIVE BOARD

SECTION 1.

The elected officers constitute the Executive Board and each is a voting member. The Past-President will act as an advisory member of the Board and will vote only in the event of a tie.

SECTION 2.

The Board will conduct a monthly meeting prior to the general membership meeting to be held at the discretion of the President. A minimum of six Executive Board meetings per year are required.

SECTION 3.

The Board meeting will operate under a one half (1/2) quorum.

SECTION 4.

Any member of the Executive Board may be removed from office with cause by a majority vote of the Executive Board. Any Board member removed from office shall turn over to the Executive Board any and all records of the Guild in his or her possession.

SECTION 5.

The Executive Board will prepare an annual budget in November and present the budget for approval by the membership during the first quarter of the year. Disbursements will be made in accordance with the approved budget. Disbursements over \$750 not foreseen in the annual budget will be recommended to the membership for approval.

SECTION 6.

The Executive Board shall approve a total budget for Quilt Show expenditures which shall then be presented to the general membership for approval. Disbursements for quilt show expenses under the budget shall be made by the Treasurer as requested by the Quilt Show Chair.

SECTION 7.

The Executive Board will make recommendations to the general membership for discussion and adoption.

SECTION 8.

Contracts, leases or other instruments executed in the name of and on behalf of the Guild shall be signed by the President or a person who has been authorized and directed to do so by the President or the Executive Board.

ARTICLE VIII. MEETINGS

SECTION 1.

Meetings will be held monthly at a time and place set by the organization.

SECTION 2.

Executive Board meetings and/or special meetings will be called as needed by the President or Executive Board.

SECTION 3.

Special meetings shall be called with a minimum of 3 days notice to all members.

ARTICLE IX. COMMITTEES

SECTION 1.

Committees may consist of Quilt Show, Library, Historian, Community Services, Education, Membership, Cottage Group, By-Laws, Audit, and Nominating. Committees are not limited to the above nor are all the above committees required. Committees may be discharged when activities of such committees shall cease or be deemed to be unnecessary.

SECTION 2.

Chairmen of committees shall be members in good standing. Chairmen shall present a plan of work to the Executive Board for approval before work is undertaken and submit interim reports. All committee chairs shall submit their annual budget request for review at the November budget meeting. Once the budget has been approved, any proposed expenditure exceeding the approved budget must be submitted in writing to the Executive Board for consideration. Members of committees shall be recruited from the eligible membership.

SECTION 3.

Committees shall record their activities and submit a written report at the close of the term and transfer such records to the incoming committee member.

SECTION 4.

The duties of each committee shall be defined by the Executive Board in writing.

ARTICLE X. AMENDMENTS

SECTION 1.

Bylaws shall be reviewed at least every other year so that they may meet the needs of the membership.

SECTION 2.

Proposed amendments/revisions to the bylaws will be published in the guild newsletter prior to the meeting when they will be considered for adoption.

SECTION 3.

Proposed amendments/revisions to the bylaws will be approved by a majority vote of the members present.

ARTICLE XI. PARLIAMENTARY AUTHORITY

SECTION 1.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Guild in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special interest rules of order this Guild may adopt.

SECTION 2.

The President shall appoint a Parliamentarian.

I hereby certify that the above Bylaws have been adopted by the Membership on this 19th day of October, 2015.

Friendship Knot Quilters' Guild, Inc.

By: _____
Marcia Slocum, Secretary

Revised: September, 2015