

BYLAWS OF THE CUMBERLAND VALLEY QUILTERS ASSOCIATION
(Revised April 13, 2017)
(Approved Sept 9, 2017)

ARTICLE I: Name, Purposes, Powers and Related Matters

- 1.1 Name and Purpose:** The name and purposes of the corporation shall be as set forth in the Articles of Incorporation of the Cumberland Valley Quilters Association, hereinafter referred to as "the Guild." In carrying out the promotion and perpetuation of the art of quilting, the Guild is intended to benefit and educate those interested in preserving, continuing and maintaining such art. The Guild shall encourage a high standard of design and technique in all forms of quilting, and shall promote the art of quilting by sponsoring lectures, workshops and exhibits. The Guild is a 501(c)(3) non-profit corporation, classified as a public charity, and as such, shall perform a variety of community services to maintain that status.
- 1.2 Registered Officer and Agent:** The Guild shall at all times maintain a permanent mailing address in the State of Tennessee and a registered agent with a mailing address in the State of Tennessee.
- 1.3 Powers:** The powers of the Guild and of its Directors, officers, and committees and all matters concerning the conduct and regulation of the affairs of the Guild, including the manner of accomplishing the Guild's purposes, shall be subject to the provisions of the Articles of Incorporation and these Bylaws.
- 1.4 Dissolution:** Upon dissolution of Cumberland Valley Quilters Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- 1.5 Fiscal Year:** The fiscal year of the Guild shall, unless otherwise decided by the Board of Directors, begin on January 1 and end on December 31 of each year.
- 1.6 Quorum and Voting:** All members present in good standing shall constitute a quorum, at all general meetings, for the purpose of transacting business.
- 1.7 Roberts Rules of Order:** All Guild meetings shall be conducted in accordance with *Robert's Rules of Order*.

ARTICLE II: Members

- 2.1 Membership and Dues:** Membership shall be granted to any interested person upon the completion of a membership application and the payment of one full year's dues. Should the date of the new membership be July 31 or after, payment of a lesser, previously determined amount, to be set by the Board of Directors, shall grant membership for the remainder of the year. In the event of a member's withdrawal from the guild during the year, dues will not be refunded.
- 2.2 Meetings:** Meetings will be held each month. The location and any alternate date will be determined by the Board and announced at the previous meeting and/or in the previous newsletter.
- 2.3 Voting:** The affirmative vote of two-thirds majority of those members present at any regularly scheduled business meeting shall be the act of the members.

ARTICLE III: Officers

- 3.1 Election of Officers:** The officers of the Guild shall consist of the President, First Vice-President, Second Vice-President, Recording Secretary, Communications Secretary, and Treasurer. The offices of President and First Vice-President may be held by two (2) persons simultaneously. Each office shall have one vote on the Board of Directors regardless of whether the office is held by one or two (2) people. Such officers shall be elected from a slate consisting of one (1) or more nominations for each office as determined by the Nominating Committee. The slate shall be published in the Guild's newsletter a minimum of thirty days (30) prior to the meeting at which the annual election shall be held. All books, papers, and information shall be delivered to the successor by the outgoing officer before the January meeting at which the newly elected officers assume responsibility. No nominee's name may appear on such slate without his/her prior consent. Each officer shall serve for a term of not more than two consecutive years. All officers so elected shall serve as the Guild's Board of Directors and shall exercise such powers and perform such duties as shall be determined by the Articles of Incorporation and these Bylaws. The election of an officer does not itself create contract rights.
- 3.2 Resignation and Removal of Officers and Filing of Vacancies:** An officer may resign at any time by delivering notice to the President and such resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove any officer at any time with or without cause. Any vacancy in office resulting from any cause shall be filled by appointment by the Board of Directors.
- 3.3 Powers and Duties:** Each officer has the authority and shall perform the duties set forth below or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.
- (i) President:** Subject to the rights and powers of the Board of Directors, the President shall have control over the management of the Guild's business and affairs. The President shall serve as the chairperson of the Board of Directors and the Executive Committee. With the approval of the Board of Directors, the President shall have the power to make and execute contracts on behalf of the Guild and to delegate such power to others. The President shall preside at all general meetings of the members, and the Board of Directors, and may reschedule meetings as necessary. The President will communicate with Committee Chairs and delegate responsibilities to the committees. The President shall write an article for the monthly newsletter. The President will not vote except in the event of a tie. The President or her designated officer from the Board of Directors shall be responsible for filing official changes to the Bylaws at the office of the Tennessee Secretary of State in Nashville, Tennessee and in Williamson County, if required, as a 501(c)(3) corporation.
 - (ii) First Vice President:** The First Vice-President shall be President-elect. She shall perform the duties of the President in the absence of the President. The First Vice-President shall be responsible for a remembrance for the outgoing President. The First Vice-President shall serve as the chairperson of the Program Committee and will be responsible for scheduling programs and securing contracts with scheduled speakers. She shall be responsible to give the Treasurer copies of all contracts signed. She arranges for the monthly programs and what each program chairperson will need for the program. She shall be responsible to procure a location for all CVQA functions. The First Vice-President and her program committee take care of all visiting teachers and make all necessary arrangements. She works with the Treasurer to determine the cost of lectures and workshops. She enrolls members for the workshops and is

responsible to receive monies and turn over to the Treasurer in accordance with CVQA and IRS regulations. All contracts that are initiated by the Vice President and the Program committee shall be binding on successors.

- (iii) **Second Vice President:** The Second Vice President shall maintain an up-to-date record of members, including each member's name, address, phone number, birthday and email address. The Second Vice President shall advise the Board of Directors and Webmaster of any changes in membership, and shall furnish revised information to officers and committee chairs as needed. The Second Vice President shall work with the Directory chair to compile an annual Directory of Members. The Directory may also include other pertinent information. This information, including email addresses, shall be used for Guild purposes only.
- (iv) **Recording Secretary:** The Recording Secretary shall attend all regular membership meetings, Board of Director meetings and Executive Committee meetings and shall record minutes and votes. She shall submit the minutes of the regular meetings to the Communications Secretary for publication in the newsletter. The board minutes shall be submitted to members of the Board for review. The Executive Committee minutes shall be submitted to the members of said committee. The Recording Secretary shall chair the Nominating Committee which shall consist of five members as follows: Recording Secretary (chair), First Vice President, and three volunteers from the general membership. The Nominating Committee shall complete its proposed slate of officers in time for the list to be published in the newsletter a minimum of thirty days (30) before the vote will be taken.
- (v) **Communications Secretary:** The Communications Secretary shall attend all regular meetings and Board of Director meetings. The Communications Secretary will conduct general correspondence for the Guild as needed. She shall submit a monthly newsletter to the guild at large which will contain news and announcements contributed by committees and members of the guild and will be available to the membership one week before the guild meetings. The Communications Secretary may choose members to assist in the construction, completion and distribution of the monthly newsletter. She shall maintain copies of all monthly newsletters on file.
- (vi) **Treasurer:** The Treasurer shall be charged with the management of the financial affairs of the Guild. She shall maintain accounts at a bank approved by the Board of Directors and shall collect all moneys due the Guild and deposit all moneys belonging to the Guild. The President, First Vice-President(s) and the Second Vice-President(s) shall have signature privileges on the Guild account. The Treasurer shall keep an accurate record of all receipts and disbursements in a computer program such as QuickBooks and make all disbursements approved by the Board of Directors or the Executive Committee and/ or the membership. A YTD Income Statement showing actual vs. budget shall be presented quarterly in the newsletter. Any financial information may be requested by any board member or regular member at any time and will be provided by the Treasurer within seven days. The Treasurer shall work with the Vice President to determine the fees for workshops and shall deposit all monies as received. The Treasurer shall keep copies of all contracts pending as well as the tax filing form completed by the speaker and shall file the 1099s during January of the following year. The Treasurer shall be responsible for all tax related forms and for maintaining federal and state "non-profit" status. The Treasurer shall be responsible for mailing out donation letters to those donating items to the guild when required by the IRS. In cooperation with the Executive Committee and appropriate supporting documentation, the Treasurer shall prepare an annual budget to be submitted to the Board of Directors and the Executive

Committee for their consideration and approval by September of each year. The proposed budget shall then be presented to the membership, via the October newsletter, for consideration and shall be submitted for discussion and approval by the membership at the November meeting. The outgoing Treasurer will file the tax return for the previous fiscal year. In addition, the Treasurer will file the tax return for the previous fiscal year. In addition, the Treasurer shall be required to serve as consultant to the incoming Treasurer with regard to necessary procedures for satisfying requirements of the office. When necessary, an outside consultant can be contracted for standard fee amounts.

ARTICLE IV: Committees

- 4.1 Committees, with the exception of the Nominating Committee, shall be appointed and discharged as needed by the President and Board of Directors. The Nominating Committee shall present the nominees to the Board of Directors by September of each year. The nominees will then be presented to the membership, via the October newsletter, for consideration and shall be submitted for discussion and approval by the membership at the November meeting.
- 4.2 Committees shall provide a year-end summary of activity. Committees shall submit all monies collected to the Treasurer when received. Committee chairs are responsible for the committee budget. The members shall submit all receipts and expense forms to the Treasurer for reimbursement by the 15th of each month so the funds can be disbursed in a timely manner to ensure that expenses adhere to the budget.
- 4.3 The Committee chairs for quilts for donation will present a potential list of recipients to the board. The board will then present to the membership for approval by individual charity. Each committee lead will present a quarterly report in the newsletter of donations. Each donation will require a letter of donation to be maintained by the Treasurer.

ARTICLE V: Executive Committee

- 5.1 **Members:** The Executive Committee shall be comprised of the Board of Directors, the immediate Past President, and the Chairpersons of each Committee. The Executive Committee may, from time to time, also invite, as guests, other members or persons as they may consider appropriate to the functioning of the Executive Committee.
- 5.2 **General Powers:** Subject to these bylaws, the business and affairs of the Guild shall be conducted and managed by the Executive Committee, under the direction of the Board of Directors. The Executive Committee shall develop a budget for the forthcoming calendar year from a proposal submitted in September of each year by the Treasurer. (See Article III, 3.3, vi) The then current budget may be revised at any time upon approval of the Board of Directors.
- 5.3 **Meetings:** The Executive Committee shall meet two (2) times a year. The purpose of the initial meeting will be to acquaint the new Executive Committee with the Board of Directors, review duties, and budget guidelines. The purpose of the second meeting will be to review the budget prepared by the Treasurer and make any necessary changes.

ARTICLE VI: Board of Directors

- 6.1 **Members:** The Board of Directors, hereinafter referred to as “the Board”, shall be comprised of the currently elected officers of the Guild. The Board may, from time to time, also invite the participation of such other persons as they may consider appropriate to the functioning of the Board.
- 6.2 **Duties:** In addition to the duties specified elsewhere in these Bylaws, the Board shall act as an

advisory body to the Guild and shall from time to time specifically direct the action of the Executive Committee as is deemed necessary. The board shall have and may exercise all of the powers given by law to the Guild.

6.3 Meetings: The Board shall meet monthly at dates, times and places to be decided by the Board.

6.4 Quorum and Voting: At all meetings of the Board, a majority of the number of Directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business. If, at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present. The affirmative vote of a majority present at any meeting at which there is a quorum shall be the act of the Board.

ARTICLE VII: Amendment

These Bylaws may be amended at any regular business meeting of CVQA by a vote of two-thirds (2/3) of the members present in good standing. Amendment proposals must be distributed to all CVQA members in writing thirty (30) days before consideration.

ARTICLE VIII: Parliamentary Authority

Roberts Rules of Order shall govern CVQA in all cases in which they are not in compliance with these Bylaws.