

2022 BYLAWS OF THE CUMBERLAND VALLEY QUILTERS ASSOCIATION
(Revisions to 2020 Bylaws Approved March 2022)

ARTICLE I: Name, Purposes, Powers and Related Matters

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.
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.
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.
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.
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.
6. **Quorum and Voting:** All members present in good standing shall constitute a quorum, at all general meetings, for the purpose of transacting business.
7. **Roberts Rules of Order:** All Guild meetings shall be conducted in accordance with *Robert's Rules of Order*.

ARTICLE II: Members

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. **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. Children under the age of eight (8) are not allowed at the meetings.
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/President-Elect, Second Vice President/Program Chairperson, Third Vice-President/Membership Chairperson, Recording Secretary, Communications Secretary, and Treasurer. The office of President may be held by two persons simultaneously. Each office shall have one vote on the Board of Directors regardless of whether the office is held by one or two people. Such officers shall be elected from a slate consisting of one or more nominations for each office as determined by the Nominating Committee. No nominee's name may appear on such slate without the member's prior consent. The slate shall be published in the Guild's newsletter a minimum of thirty (30) days prior to the meeting at which the annual election shall be held. All incoming officers will meet with the outgoing officers prior to assuming responsibility for the office in January. Each officer shall serve for a term of not more than two consecutive years, except for First Vice-President/President-Elect, Treasurer, and Communications Secretary. 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 Filling 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 chairpersons and delegate responsibilities to the committees. The President shall assign oversight responsibility for Committees and Small Groups to each member of the Board of Directors. The President shall write an article for the monthly newsletter. The President will not vote except in the event of a tie. The President shall have signature privileges on the Guild's checking account. The President, or a 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/President-Elect:** The First Vice-President shall be President-Elect and 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 be responsible to procure a location for Guild functions. The First Vice-President shall coordinate all current-year programs, work with speakers or lecturers to make necessary arrangements, and enroll members for workshops. The First Vice-President is responsible to receive monies and turn

those funds over to the Treasurer or deposit them in the Guild's bank account, in accordance with the Guild and IRS regulations. The First Vice-President shall have signature privileges on the Guild's checking account.

- (iii) **Second Vice-President/Program Chairperson:** The Second Vice-President shall serve as the chairperson of the Program Committee and will be responsible for scheduling programs and securing contracts with the scheduled speakers for the upcoming year. The Second Vice-President shall be responsible to give the Treasurer copies of all contracts signed and shall work with the Board of Directors to determine cost of lectures and workshops. All contracts that are initiated by the Second Vice-President and the Program Committee shall be binding on successors.
- (iv) **Third Vice-President/Membership Chairperson:** The Third Vice-President shall maintain an up-to-date record of members, including each member's name, address, phone number, birthday, and email address. The Third Vice-President shall advise the Board of Directors of any changes in membership and shall furnish revised information to officers and committee chairpersons as needed. The Directory Committee Chairperson shall work with the Third Vice-President to compile a Directory of Members and update as needed. The Directory shall be used for Guild purposes only. The Third Vice-President shall collect monies for annual dues and membership fees and turn those funds over to the Treasurer or deposit them in the Guild's bank account, in accordance with the Guild and IRS regulations. The Third Vice-President shall have signature privileges on the Guild's checking account.
- (v) **Recording Secretary:** The Recording Secretary shall attend all regular Guild meetings, meetings of the Board of Directors, and Executive Committee meetings and shall record minutes and votes. The Recording Secretary shall submit the minutes of the regular meetings to the Communications Secretary for publication in the newsletter with approval from the President. The minutes of the meetings of the Board of Directors shall be submitted to members of the Board of Directors 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 (chairperson), 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 September and/or October newsletters in order to provide a minimum of thirty (30) days before the vote will be taken.
- (vi) **Communications Secretary:** The Communications Secretary shall attend all regular Guild meetings, meetings of the Board of Directors. The Communications Secretary 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 development, completion, and distribution of the monthly newsletter. The Communications Secretary shall maintain copies of all monthly newsletters on file and shall be responsible to issue other information to the general membership as needed.
- (vii) **Treasurer:** The Treasurer shall be charged with the management of the financial affairs of the Guild. The Treasurer shall maintain accounts at a bank approved by the Board of Directors and shall deposit all monies as received by the First Vice-President for classes and workshops, the Third Vice-President for membership dues and fees, and from committee chairpersons. 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 year-to-date Income Statement showing actual vs. budget shall be presented quarterly in the newsletter. Any

financial information may be requested by any Guild member at any time and will be provided by the Treasurer within seven days. 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 complete the year-end financial statements and 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. A review of the Guild's books and financial statements shall be completed at the end of the outgoing Treasurer's term, but no less than every two years. This review shall be performed by a qualified member of the Guild, as determined by the Board of Directors. When the Board of Directors determines it to be necessary, an outside consultant can be contracted for standard fee amounts. The Treasurer will be the Equipment Chairperson of the Guild. As Equipment Chairperson, the Treasurer will maintain a current list of physical items owned by the Guild or donated to the Guild, and who has possession of them. The Equipment Chairperson will also be responsible to take inventory of the Guild's storage space at least once a year and post a form in the storage space which members will complete when borrowing items.

ARTICLE IV: Committees

1. Committees, with the exception of the Nominating Committee, shall be appointed and discharged as needed by the President and Board of Directors.
2. Committees shall submit all monies collected to the Treasurer when received. Committee chairpersons are responsible for the committee budget. The members shall submit all expense reimbursement requests to the Treasurer for reimbursement by the 15th of the month following the expenditure so that the funds can be disbursed in a timely manner to ensure that expenses adhere to the budget.
3. The Philanthropy Committee Chairpersons will present a potential list of recipients to the Board of Directors. The Board of Directors will then present the list to the membership for approval by individual charity in January, or as soon as possible thereafter. Each committee chairperson will present a quarterly report of donations in the monthly newsletter.

ARTICLE V: Executive Committee

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.
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, vii) The then current budget may be revised at any time upon approval of the Board of Directors.

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 and 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

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.
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.
3. **Meetings:** The Board shall meet monthly at dates, times, and places to be decided by the Board.
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 the Guild by a vote of two-thirds (2/3) of the members present in good standing. Amendment proposals must be distributed to all Guild members in writing thirty (30) days before consideration.

ARTICLE VIII: Parliamentary Authority

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