

Charlottesville Area Quilters Guild Bylaws

Article I – Name

Section 1. The name of this organization shall be Charlottesville Area Quilters Guild, hereafter referred to as the Guild or by its initials, CAQG.

Section 2. The Guild's name and logo are for use of the Guild only unless permission is granted by majority vote of the Board of Directors.

Article II – Purpose

Section 1. The purpose of this Guild shall be to:

- (a) promote an interest in and appreciation for quilting and the art and history of quiltmaking among members of the organization and to the community at large;
- (b) serve the community through charitable activities involving quilting;
- (c) provide quilt related educational activities from experts and opportunities for members to share, practice, encourage, and learn from each other;
- (d) organize events whereby members can engage in fellowship through group activities related to quilting.

Section 2. This Guild shall be a non-profit corporation. As a non-profit corporation, the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member of the Guild. Notwithstanding the above, the following activities, neither of which violates the above requirement of a 501(c)(3) tax exempt organization pursuant to the Internal Revenue Code, are permitted: A member may be hired as a principal lecturer/teacher/or quilter by the Guild. The Guild may sell items at quilt shows and craft shows for fund-raising to support the Guild.

Section 3. No part of the activities of the Guild shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. The Guild shall not issue any stock nor pay dividends, nor shall it have a seal.

Article III — Governance

Section 1. These Bylaws shall govern the operations of the Guild and shall be supplemented by Standing Rules and Practices.

Section 2. These Bylaws can be amended at any regular meeting of the full membership of the Guild by a two-thirds vote of the members present including votes submitted via proxy, providing previous written or electronic notice has been given including the section and article to be amended and exact wording of the proposed amendment.

Section 3. Standing Rules and Practices can be amended by the Board of Directors by majority vote.

Article IV – Membership

Section 1. All persons above the age of 16 interested in the purpose of the Guild may become a member of CAQG upon payment of annual dues and completion of a contact registration form.

Section 2. Each member of the Guild shall have one vote that may be submitted via proxy if attendance at a meeting is not possible.

Section 3. There shall be at least two meetings annually of the full membership. Any vote requires two-thirds approval of those present to pass.

Section 4. Membership may be revoked for cause, including, but not limited to, misappropriation of Guild funds or property, disruptive behavior at Guild meetings or retreats, or representing the Guild in a negative manner. Revocation shall be implemented by the Executive Committee of the Board of Directors.

Article V – Chapters

Section 1. Members may organize themselves into formal, Board approved chapters and collect supplemental dues to further support the mission of CAQG.

Section 2. Chapters shall designate a minimum of two individuals in leadership roles for the chapter, one of which shall be a representative to serve on the Board of Directors

Section 3. Chapters shall take turns hosting full membership meetings in consultation with the Board of Directors.

Article VI – Board of Directors

Section 1. Management of the affairs of CAQG, including approval of the budget, shall be vested in the Board of Directors, hereinafter known as the Board.

Section 2. The Board shall be comprised of the Elected Officers, the Chairpersons of all Standing Committees, and a member representative of each approved chapter of the Guild. The immediate past President shall be an ex-officio member for the first year after a new president is elected.

Section 3. The Board shall meet at least four times per year and upon the call of the President. Any three Board members can call for a special meeting of the Board.

Section 4. Meetings, either regular or special, may be held in person or by conference call or similar communication system.

Section 5. Any CAQG member may request time on the agenda of a Board meeting or attend as an observer.

Section 6. Each member of the Board shall have one vote regardless of how many positions that member occupies. Any Board position shared by more than one person shall have only one vote. Leaders of Support Committees and Ad Hoc Committees attend meetings for reporting and discussion purposes only.

Section 7. Any board member issuing a proxy vote shall notify the President in advance of the meeting.

Section 8. A quorum needed for votes at a Board meeting shall consist of two-thirds of the Board including proxy votes.

Section 9. At the discretion of the president, decisions requiring immediate action may be made through electronic polling.

Section 10. All members of the Board shall fulfill the duties of their offices without compensation.

Section 11. Any Board member not performing her/his duties in a proper or satisfactory manner may be removed from that position by the Board following an affirmative vote of the majority of its members, provided that fifteen days written notice of such removal shall have been given the incumbent.

Section 12. Each Board member, whether or not then in office, shall be indemnified by the Guild against all costs and expenses reasonably incurred by, or imposed upon her/him in connection with, or arising out of, any action or proceeding in which she/he may be involved, by reason of her/his being or having been a Board member of the Guild, except in relation to matters in which such Board member has been finally adjudged by a court to be liable for gross negligence or willful misconduct in the performance of her/his duties.

Article VII – Elected Officers

Section 1. The elected officers of this organization shall be the President, Vice-President, Secretary, Treasurer, and Treasurer-Elect and shall constitute the Executive Committee of the Board

Section 2. Elections shall be held at an annual membership meeting during the final quarter of an existing Guild year. An Ad Hoc nominating committee shall publish a slate of candidates in the newsletter preceding the annual membership meeting at which the election will take place. At that meeting nominations shall be accepted from the floor.

Section 3. The officers shall be elected to serve for two years. No officer may hold the same office for more than two consecutive terms.

Section 4. No officer shall hold more than one office at a time, although an officer may chair a committee in conjunction with an office.

Section 5. Elected officers must have been a member of the organization for at least one year and must give prior consent to their nomination.

Section 6. If the office of President becomes vacant, the Vice President shall automatically become President for the remainder of the term. Any other officer vacancies shall be appointed by the Executive Committee of the Board for the remainder of the elected term.

Article VIII – Committees

Section 1. There shall be four Standing Committees to ensure the purposes of the Guild move forward: Community Service, Membership, Programs, and Quilt Show.

Section 2. Chairs of Standing Committees shall be appointed by the Executive Committee of the Board and may be reappointed to their roles. Because of the financial implications to the Guild of their work, they shall also serve as voting members of the Board of Directors.

Section 7. There shall be additional Support committees established to further the communication and outreach of the Guild, including, but not limited to Historian, Newsletter, Retreat, Social Media, and Website.

Section 8. Chairs of Support Committees shall be appointed by the Executive Committee of the Board, may be reappointed to their roles, and shall be invited to attend Board meetings as non-voting participants.

Section 9. Ad Hoc Committees may be appointed by the President to assist in carrying out responsibilities and activities of the Guild including, but not limited to: Nomination, Financial Review, and Bylaws. The Chairs of Ad Hoc Committees will not be expected to attend Board meetings unless they have a report or appear on the agenda and will be non-voting participants.

Article IX – Fiscal Matters

Section 1. The Board shall approve a biennial budget for the Guild as presented by the Treasurer during the last regularly scheduled meeting prior to the next fiscal year.

Section 2. The Board shall approve annual Guild dues for the next fiscal year at the meeting prior to the last full membership meeting of the year.

Section 3. Chapters shall approve annual Chapter dues for the next fiscal year and communicate that amount to the Treasurer and the Membership Chair prior to the Fall membership meeting of the Guild.

Section 4. A financial review of the Guild's financial records shall be conducted whenever a new Treasurer is installed.

Section 5. The title to all property, funds, and assets of the Guild shall at all times be vested in the Guild for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property.

Section 6. In keeping with the guidelines for incorporation, the Guild will maintain a registered agent (typically the Treasurer) with a registered physical office or address, other than a post office box, located in the State of Virginia for the purposes of serving a summons or other legal communication. The Guild shall notify the State if the agent or agents address changes.

Article X - Dissolution

Section 1. In the event of a dissolution of a chapter of CAQG, the net assets of the chapter shall be reverted to the Guild after all outstanding chapter debts are paid.

Section 2. In the event of a dissolution of CAQG, the net assets remaining after payment, or provisions of payment, of all its debts and liabilities of this corporation shall be distributed to another organization which is organized and operated exclusively for charitable purposes and established its tax-exempt status under 501(c)(3) of the Internal Revenue Code and which has a purpose similar to CAQG. The recipient shall be chosen by the vote of the Board.

Adopted on August 27, 2023