

BYLAWS OF THE CLAMSHELL QUILT GUILD WATERFORD, CONNECTICUT

ARTICLE I MEETING OF GUILD MEMBERS

PLACE AND DATE

Guild members' meeting shall be held monthly, twelve times a year, at a location selected by the Executive Board and Board of Directors. The Annual Meeting of Guild members shall be held in September of each year.

QUORUM

The Guild members present at a regular or special meeting shall constitute a quorum of the Guild. Five (5) Officers/Board of Directors present at a bimonthly Executive Board and Board of Directors meeting shall constitute a quorum.

ARTICLE II OBJECTIVE OF THE GUILD

The objective of the Guild shall be to stimulate and expand the knowledge of anyone interested in quilting; to encourage the knowledge of past traditions and, present techniques; to express the open sharing of ideas and talents with the novice, intermediate or experienced quilter; and to provide community service to organizations or projects approved by the Executive Board and Board of Directors.

ARTICLE III MEMBERS

SECTION 1 MEMBERSHIP

The membership of this Guild shall be open to anyone interested in gaining and sharing the knowledge of quilting.

SECTION 2 LIFE MEMBERSHIP

Life membership will be given for outstanding leadership/service above and beyond the expectation and the participation of Guild membership. A member may be nominated by another member. The nomination should be submitted in writing to the Executive Board for review and approval.

SECTION 3 DUES

A change in dues shall be determined by recommendation of the Executive Board and Board of Directors, and approved by the membership. An increase in dues shall require a two-thirds ($\frac{2}{3}$) majority vote of the quorum of the Guild and shall take effect the following September. Dues for membership shall be due at the September meeting. A reminder shall be printed in the August newsletter, as well as given verbally during the August and September business meetings. Any new member joining at the March meeting or later shall be charged a fifty-percent (50%) membership fee. Any person attending a meeting as a guest shall pay a \$5.00 fee if no speaker and a \$10.00 fee with a speaker.

ARTICLE IV

EXECUTIVE BOARD, BOARD OF DIRECTORS, AND CONSULTANT

SECTION 1 EXECUTIVE BOARD

The President, Co-Vice Presidents, Secretary, and Treasurer shall constitute the Executive Board.

SECTION 2 BOARD OF DIRECTORS

The chairpersons of the following committees shall constitute the Board of Directors: Block of the Month, Charity Projects, Library, Membership, Newsletter, Ways and Means, Web Site, and Welcoming. These chairpersons shall be required to attend or send a representative to the bimonthly Executive Board and Board of Directors meeting.

SECTION 3 CONSULTANT

The Consultant shall be the immediate past President of the Guild or an experienced member who can guide and advise the Executive Board, the Board of Directors, and the membership on operation and policies of the Guild. The Consultant shall have no voting authority.

SECTION 4 EXECUTIVE BOARD AND BOARD OF DIRECTORS MEETING

The Executive Board and Board of Directors shall meet bimonthly. Special meetings of the Executive Board and Board of Directors may be called by the President at any time. The Executive Board and Board of Directors shall have the authority to vote on matters addressed at these bimonthly meetings. The Executive Board and Board of Directors shall be subject to the orders of the Guild, and none of its acts shall conflict with action taken by the Guild. The Executive Board and Board of Directors meetings shall be open to all members.

SECTION 5 READING OF THE BYLAWS

The first meeting of the newly installed Executive Board and Board of Directors shall include a study and discussion of the Bylaws of the Clamshell Quilt Guild to provide an understanding of such.

ARTICLE V DUTIES OF THE OFFICERS

The following elected officers of this Guild shall be installed at the Annual Meeting in September.

1. President
2. Two Co-Vice Presidents
3. Secretary
4. Treasurer

SECTION 1 PRESIDENT

The President shall preside over all monthly Guild meetings and bimonthly Executive Board and Board of Directors meetings, and shall appoint all committee chairpersons, including special committees as needed. The President will cast a vote only to break a tie.

The President shall have the right to call a meeting of the Executive Board at any time. Any action taken at an Executive Board meeting shall be advisory only, until approved by the Board of Directors and/or the general membership. The President shall have the authority to spend up to \$300.00 on Guild-related affairs and must be reported at the next board meeting. Any expenditure greater than \$300.00 has to be approved by a majority vote of the quorum of the Guild.

SECTION 2 VICE PRESIDENTS (PROGRAM CHAIRPERSONS)

During the absence and/or inability of the President to render and perform the duties or exercise the powers of the office, the same shall be performed and exercised by the most senior Co-Vice President. When so acting, the most senior Co-Vice President available shall have all the powers of the office and be subject to all responsibilities hereto given to or imposed upon such President, and such other powers and duties as the Executive Board and Board of Directors shall from time to time delegate. The Co-Vice Presidents and committee shall be responsible for coordinating the monthly programs and the planning of programs for a minimum of eighteen (18) months from installation. The Co-Vice Presidents shall organize workshops by arranging the meeting place, deciding on the project, taking reservations, collecting fees, and hosting the workshop or appointing a representative.

SECTION 3 SECRETARY

The Secretary shall keep the minutes of the general meetings as well as the Executive Board and Board of Directors meetings in appropriate books and provide the President with a full copy. The Secretary shall render a statement in the monthly newsletter or read the minutes at the monthly meeting. The Secretary shall give and serve all notices to the Guild. The Secretary shall file all documents belonging to the Guild and have current records on hand, shall attend to all correspondence, perform all the duties incidental to the office of the Secretary, and such other duties as may be required by the Executive Board and Board of Directors

SECTION 4 TREASURER

The Treasurer shall have the care and custody of, and be responsible for, the funds of the Guild and deposit such funds in the name of the Guild in such bank, trust company, or safe deposit vault as the Executive Board and Board of Directors may designate. The Treasurer shall sign, make and endorse in the name of the Guild all checks and drafts, and pay all bills under the direction of the President or the Executive Board and Board of Directors. The Treasurer shall render a statement of the condition of the finances of the Guild at each regular Guild meeting and at such other times as shall be required and provide the President with a full copy. The outgoing Treasurer and incoming Treasurer shall prepare a proposed budget to be published in the October newsletter. The Treasurer shall do and perform all duties pertaining to the office of the Treasurer.

ARTICLE VI AUDIT

The Treasurer's books shall be audited yearly in August. The President shall appoint three (3) members to perform the audit. In the event of the Treasurer's resignation prior to the end of stated term, an audit will be conducted.

ARTICLE VII NOMINATIONS, ELECTIONS, TERMS, VACANCIES, AND RESIGNATIONS

SECTION 1 NOMINATIONS

At the regular meeting held in April, a Nominating Committee of three (3) members shall be appointed by the President. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Meeting. The Nominating Committee shall report at the regular meeting in May. Before the election at the regular meeting in June, additional nominations from the floor shall be permitted.

SECTION 2 ELECTIONS

The Officers (President, Co-Vice Presidents, Secretary and Treasurer) shall be elected by a show of hands at the regular meeting in June. One Co-Vice President will be elected annually. If there is more than one candidate for an office a vote by written ballot will be conducted.

SECTION 3 TERM

Terms of office shall begin after the induction of Officers at the Annual Meeting. Terms of office for the President, Secretary, and Treasurer shall be for one (1) year, and they may serve for two (2) years. The term of office for the Co-Vice Presidents shall be two (2) years with the two officers serving overlapping terms. No member may serve for more than two (2) years in one office or four (4) consecutive years as an Officer or member of the Board of Directors. Members having served in the above capacities must take one (1) year off before resuming any duties as an Officer or member of the Board of Directors.

SECTION 4 VACANCIES IN OFFICE

The President shall be required to notify the membership of any vacancy in an elected office at the meeting immediately following the resignation. If no candidate comes forward, the President shall fill the vacancy immediately without the need of a nomination process.

SECTION 5 RESIGNATION

If an elected Officer does not attend three (3) consecutive meetings, the President shall have the privilege of requesting resignation of said Officer. If no response is received after written request from the President, this will be considered an automatic resignation and the President shall fill the vacancy immediately without the need of a nomination process.

ARTICLE VIII COMMITTEES

Chairpersons for the following committees shall be appointed by the President-elect after the election at the June meeting in preparation for taking office after induction at the Annual Meeting. Chairpersons shall appoint members to their respective committees and carry out the duties of their committee as outlined below. It shall be recommended that all committees have a minimum of five (5) members.

BLOCK OF THE MONTH

The chairperson shall be responsible for selecting patterns for Block of the Month, for making them available to all members at the Annual Meeting and for coordinating the drawing at the monthly meeting. The Committee shall also be responsible for constructing the "Birthday Quilt" composed of all of that year's blocks. At the Annual Meeting, a drawing for the "Birthday Quilt"

door prize will take place. The winner shall be a member during the previous year and present at the meeting.

CHARITY PROJECTS

The chairperson shall be responsible for coordinating the charity projects of the Guild. Any member may approach the chairperson with a proposal for a charity project, which will be presented to the Executive Board and Board of Directors for approval.

CURRENT EVENTS

The chairperson shall keep the membership abreast of "Significant Happenings in the Quilt World". The chairperson shall also keep current with all events regarding quilting, including dates, times, and places (i.e. quilt shows in area, special events, and sales in area). The chairperson shall post these announcements on the bulletin board at all regular meetings and send information to Newsletter Chairperson if warranted.

HISTORIAN

The chairperson shall take photos of all events and maintain Guild history books.

HOLIDAY RAFFLE QUILT

The chairperson and committee shall be responsible for selecting the pattern, purchasing fabric, piecing and quilting the annual Holiday Raffle Quilt. Tickets for the Holiday Raffle Quilt will be sold at Guild meetings and the quilt will be raffled at a predetermined regular meeting. The proposed recipient(s) of the donation(s) will be announced by this committee and approved by quorum of the Guild before the sale of the tickets. All the net proceeds (ticket sales less expenses incurred for making the quilt) of said quilt shall be donated to the approved recipient(s). The proceeds from the Holiday Raffle quilt shall be donated to organizations or projects approved by a quorum of the Guild.

HOSPITALITY

The chairperson shall be responsible for refreshments at the Annual Meeting, holiday party, summer picnic and any other meeting requested by the President.

LIBRARY

The chairperson shall maintain a library table at each meeting; record donations of books and magazines, set up a checkout system for members to borrow books, and be responsible for storage of the library between meetings.

MEMBERSHIP

The chairperson shall be responsible for new and renewal memberships; set up a table at all Guild meetings to accept memberships; compile a list of member names, addresses, telephone numbers, and e-mail addresses. This membership list shall be for Guild use only and shall not be given or sold to any outside party, or distributed to the general membership due to privacy issues. The membership list will be available to each committee chairperson by request as needed. There will be an optional checkbox added to the membership form for those who would like to share their email address with other Guild members.

NEWSLETTER

The chairperson shall be responsible for the compilation, printing and mailing (includes emailing) of the monthly newsletter to the Guild members.

PUBLICITY

The chairperson shall send all news releases to appropriate media, make flyers available if needed, keep records of publicity, and provide any other publicity requested by Guild chairpersons.

SHOW AND TELL

The chairperson shall be responsible for conducting this event at monthly meetings.

SUNSHINE

The chairperson shall send correspondence to Guild members to convey well wishes and/or sympathy.

WAYS AND MEANS

The chairperson shall be responsible for providing the raffle and door prize at regular meetings and shall accept donations for such from Guild members and speakers. Expenses incurred for the purchase of raffle items and door prizes shall be the responsibility of the Guild.

WEB SITE

The chairperson and two (2) Guild members shall serve as web masters who will be responsible for adding and updating information on the site and maintaining the relationship with the site creator and internet service provider.

WELCOMING

The chairperson shall be responsible for greeting new members to the Guild. The committee should make the new members feel welcome and review the New Members Manual that describes

the workings and function of the Clamshell Quilt Guild. The committee should also encourage Guild members, especially Executive Board and Committee Chairpersons, to introduce and make themselves available to new members.

ARTICLE IX QUILT SHOW

SECTION 1 QUILT SHOW

The Guild shall hold a quilt show every two (2) years as the major fundraiser of the Guild.

SECTION 2 CHAIRPERSON(S)

The Quilt Show chairperson(s) shall be appointed by the President and approved by the Executive Board, within three (3) months following each Quilt Show. The chairperson(s) shall report to the Executive Board and shall appoint all Quilt Show Committee Chairperson(s) as deemed necessary to carry out the work of the Quilt Show.

SECTION 3 RAFFLE QUILT

The Raffle Quilt Committee, a sub-committee of the Quilt Show Committee, shall be responsible for making the Raffle Quilt for the Quilt Show. The Quilt Show Committee shall prepare a recommendation regarding the distribution of the proceeds from the sale of raffle tickets. Donations will be used for charitable purposes and/or for Guild educational purposes. This recommendation will be brought before the Guild for a majority vote of the quorum of the Guild prior to the sale of the Raffle Quilt tickets.

SECTION 4 QUILT SHOW ACCOUNT AND TREASURER

The Quilt Show Committee shall maintain a separate account from the Guild and shall be kept by a Quilt Show Treasurer. Money from the previous show will be set aside and used as startup funds for the following show. The Quilt Show Treasurer's books shall be audited within six months after the show. The President shall appoint three (3) members to perform the audit. In the event of the Quilt Show Treasurer's resignation prior to the end of the stated term, an audit will be conducted.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules in Plain English by Doris P. Zimmerman shall govern this organization in all cases to which they are applicable and in which they are consistent with these bylaws.

**ARTICLE XI
AMENDMENT OF BYLAWS**

These bylaws may be altered, amended, repealed or added to by an affirmative vote of the Guild members representing a two-thirds (2/3) majority vote of the quorum of the Guild provided the President gave prior written notice to the membership stating the proposed alterations or amendments to the bylaws.

ARTICLE XII DISSOLUTION

The Clamshell Quilt Guild of Waterford, Connecticut may be dissolved by a majority vote of the quorum of the Guild provided the intention to hold a vote on dissolution has been stated in the call of such meeting.

No member shall at anytime receive any of the net earnings or financial profit from the operation of the Guild. This shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Guild in effecting any of its purposes, as shall be fixed by the Executive Board and Board of Directors. No such person or persons shall be entitled to share in distribution of any of the Guild assets upon dissolution of said Guild.

When the members of the Guild shall be deemed to have expressly consented and agreed that such dissolution of the Guild takes place, whether voluntary or involuntary, the assets of said guild (all debts having been satisfied) then remaining in the hands of the Executive Board and Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Executive Board and Board of Directors may determine, exclusively to charitable, educational, or such other organizations that would qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

The Bylaws having been considered by the Guild members at the annual meeting held September 24, 1990, the Secretary attaches hereto a record of the Guild members' vote on the matter.

Tami Scace, Secretary

Amended May 22, 1995

Amended June 25, 1996 (Article IV Section 1 and 2.)

Amended May 26, 1999 (terms with asterisk following, Article III, Section 2 is new, Article V, Treasurer, Audit section is new.)

Amended September 10, 2003

Amended January 10, 2007

Amended October 26, 2010

Amended February 17, 2016 (Article VII – Membership, and Policies paragraph #2)

Amended April 19, 2017 (Article IV: Section 1 Executive Board; Article V: Duties of the Officers, Section 2 - Co-Vice Presidents (Program Co-Chairpersons); Article VII: Section 2- Elections, Section 3 - Term)

CLAMSHELL QUILT GUILD POLICIES

It is the policy of the Guild that any announcements involving personal or business gain must be first cleared by the President and Executive Board. No announcements will be made from the floor, such as classes, raffles, new businesses; all notices of such should be placed on the Information Station table. Events of sister guilds will be announced by the President upon prior notice.

It is the policy of the Guild that in case of inclement weather, cancellation of the meeting will be announced on local radio stations (WNLC, WCTY, WICH, WITI), and TV stations (WFSB-CBS, WVIT-NBC, WTNH-ABC). Any meeting cancellation will also be posted on the Guild website and Facebook page, as well as email notification.

It is the policy of the Guild that members may borrow the quilt frame for a period of six (6) weeks; renewable if there is no one waiting. A deposit of \$25.00 is required when picking up the frame. The deposit will be returned when the frame is returned in good working condition. The frame is also available for special events of other guilds at the discretion of the Clamshell Executive Board and Directors.

It is the policy of the Guild that any concerns from the general membership shall be brought first to a Board of Directors meeting for discussion.