

# BYLAWS OF THE EAST COBB QUILTERS' GUILD, INC.

## ARTICLE I: Name, Purpose and Related Matters

- 1.1 **Name:** The name of the corporation set forth in the Articles of Incorporation will be the East Cobb Quilters' Guild, Inc. also referred to as "the Guild".
- 1.2 **Purpose:** The Guild's purpose is to promote and perpetuate the art of quilting and to foster community good will. To advance quilting, the Guild will sponsor lectures, workshops and exhibits that benefit and educate members and the community about quilting. The Guild will encourage a high standard of design and technique in all forms of quilting, providing opportunities for members to enhance their own quilting skills. To promote community good will, as a nonprofit corporation, the Guild will carry out community service projects and contribute to nonprofit organizations that serve our community. The Guild seeks to encourage friendships and fellowship within the Guild and to build meaningful relationships with those serving the community outside the Guild.
- 1.3 **Registered Agent and Office:** The Guild will maintain a permanent mailing address in the state of Georgia and a registered agent with a mailing address in the state of Georgia.
- 1.4 **Powers:** The powers of the Guild and of its directors, officers and committees are subject to the provisions of the Articles of Incorporation and these Bylaws. At no time will the Guild, its directors, officers or committees act in a way that jeopardizes the Guild's non-profit or tax-exempt status. The Guild is incorporated as a nonprofit under 501(c) (4) of the Internal Revenue Code.
- 1.5 **Fiscal Year:** The fiscal year of the Guild begins on January 1 and ends on December 31 of each year. The Board of Directors is authorized to change the fiscal year.
- 1.6 **Member Information:** Member information in any of the Guild's publications is for Guild purposes only, and is protected by the written Guild Privacy Policy.
- 1.7 **Terminology:** In the interest of brevity and with no gender bias implied or intended in these Bylaws, members of the Guild will be referred to as "she", "her", and "hers".

## ARTICLE II: Members and Meetings

- 2.1 **Membership:** Membership will be granted to anyone 13 or older upon completion of a membership application and payment of dues.
- 2.2 **Dues:** The amount of annual dues will be set by the Executive Committee.
- 2.3 **Meetings:** The Guild will hold at least six general meetings each year in Cobb County. The date, time, and location will be published in the Guild newsletter.
- 2.4 **Annual Meeting:** The December general day meeting will be the Annual Meeting of the Guild.
- 2.5 **Quorum and Voting:** All members present in good standing will constitute a quorum at all general meetings for the purpose of transacting business. For the Annual Meeting and all other general guild meetings, the Evening Group Liaison, or her designee, will gather votes from the Evening Group attendees and is authorized to cast those votes at the Annual Meeting. The affirmative vote of a majority of those members present at any general meeting (including votes of Evening Group attendees) will be the act of the members, except as might be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.

## ARTICLE III: Officers

- 3.1 **Officers:** The officers of the Guild will be the President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer. Each officer must be a member in good standing of the Guild for her entire term. No officer will serve more than two (2) consecutive terms in the same office.
- 3.2 **Election of Officers:** Officers will be elected by the membership at the Annual Meeting. Each officer will serve a term of one year beginning on January 1 following the Annual Meeting at which the officer was elected and ending on December 31 of the same year.

- 3.3 Resignation and Removal of Officers and Filling of Vacancies:** An officer may resign at any time by delivering notice to the President or Secretary and such resignation will be effective when the notice is delivered unless it 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 will be filled by appointment by the Board of Directors.

#### **ARTICLE IV: Board of Directors**

- 4.1 Members:** The Board of Directors, also referred to as “the Board”, will comprise the currently elected officers of the Guild and the current Quilt Show Chairperson.
- 4.2 Duties:** In addition to the duties specified elsewhere in the Bylaws, the Board will direct the Guild and the Executive Committee. The Board will have and may exercise all of the powers given by law to the Guild.
- 4.3 Meetings:** The Board will meet at least twice yearly at dates, times and places to be decided by the President. Special meetings may be held if called by the President or any two (2) or more Directors. Notice of such meetings may be given orally or electronically at least 14 calendar days before a regular meeting and five calendar days before a special meeting. Neither the business to be transacted nor the purpose of any regular or special meeting need be specified in the notice. The Board of Directors meetings are open to all Guild members; however, the Board reserves the right to hold closed executive sessions as they deem necessary.
- 4.4 Quorum and Voting:** At all meetings of the Board, a majority of the number of Directors in office immediately before the meeting begins will constitute a quorum for the transaction of business. If a position on the Board is held by co-chairpersons, each co-chairperson will have a vote equal in weight to the vote of each other Board member and each co-chairperson will be considered as one person for the purpose of determining the quorum. If there is less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum can be present. The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board, except as might be otherwise specifically provided by statute or by the Articles of Incorporation or these Bylaws.
- 4.5 Electronic Meeting:** Any action required or permitted to be taken at any meeting of the Board may be taken without a physical meeting if all members of the Board are offered the chance to participate. The action must be evidenced by email votes describing the action taken, sent by each participating Director, and filed with the minutes of the proceedings of the Board in the Guild’s corporate records.

#### **ARTICLE V: Executive Committee**

- 5.1 Members:** The Executive Committee will comprise the officers of the Guild, the immediate Past President, and the chairpersons of all standing committees, except the Evening Group, which is represented on the Executive Committee by the Evening Group Liaison.
- 5.2 Duties:** Subject to these Bylaws, the Executive Committee will be responsible for managing the business and affairs of the Guild, under the direction of the Board of Directors.
- 5.3 Meetings:** The Executive Committee will meet at least five (5) times a year, on a schedule determined by the President. Special meetings may be held if called by the President or any five (5) or more members of the Executive Committee. Notice of such meetings will be given electronically or by publication in the newsletter at least 14 calendar days before a regular meeting and five calendar days before a special meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting need be specified in the notice. Executive Committee meetings are open to all Guild members. The Executive Committee may invite other persons as guests to its meetings.
- 5.4 Quorum and Voting:** At all meetings of the Executive Committee thirty percent (30%) of the members in office immediately before the meeting begins will constitute a quorum for the transaction of business. If a position on the Executive Committee is held by co-chairpersons, each co-chairperson will have a vote equal in weight to the vote of each other Executive Committee member and each co-chairperson will be considered as one person for the purpose of determining the quorum. A person holding two or more positions that qualify for membership on the Executive Committee will have only one vote and will be considered one person for the purpose of determining the quorum and counting votes. If there is 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 is present. The affirmative vote of a majority of the Executive Committee members present at any meeting at which there is a quorum will be the act of the Executive Committee, except as might be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.

- 5.5 Electronic Meeting:** Any action required or permitted to be taken by the Executive Committee may be taken without a physical meeting if all members of the Executive Committee are given the opportunity to participate. The action must be evidenced by email votes, describing the action taken, sent by each participating member and filed with the minutes of the Executive Committee.

## **ARTICLE VI: Committees**

- 6.1 Appointment of Chairpersons:** The President will appoint chairpersons for the standing committees, except for those committees chaired by an officer of the Guild. The President, with the approval of the Executive Committee, may establish additional committees at any time during the year and for any duration of time.
- 6.2 Term:** Committee chairpersons and committee members will serve concurrently with the officers, beginning on January 1 after the December Annual Meeting at which their appointments were announced and continuing until December 31 of the same year. Any committee chairpersons appointed after January 1 will serve until December 31, except as noted in the Guild's Policies and Procedures.
- 6.3 Resignation and Removal of Committee Chairpersons:** A committee chairperson may resign at any time by giving notice to the President, and such resignation will be effective when the notice is delivered, unless a later date is specified. Any committee chairperson may be removed by the vote of a majority of the members of the Board of Directors. The President may appoint chairpersons to fill any vacant committee chairmanship, regardless of cause.

## **ARTICLE VII: Execution of Documents**

- 7.1 General:** The Board of Directors will, by proper resolution, provide for the method of signing checks, notes, drafts, bills of exchange or other instruments for the payment of money, for the transfer and sale of property, for the endorsement and registration of securities, for the assumption of liabilities, for the voting of stock held in other corporations, and for the execution of all other legal documents.

## **ARTICLE VIII: Guild Funds**

- 8.1 Bank Accounts:** All Guild funds not otherwise employed will be deposited to the credit of the Guild in a general or special account in such banks, trust companies, or other depositories as the Board may from time to time select or as may be selected from time to time by any officer, officers, agent, or agents of the Guild to whom such power has been delegated by the Board for the purpose of such deposit.

## **ARTICLE IX: Corporate Seal**

- 9.1 Corporate Seal:** The Guild's corporate seal will be in such form as the Board of Directors may from time to time determine. The signature of the Guild, followed by the word "Seal" enclosed in parentheses or scroll, will be deemed the seal of the Guild, if affixed by the Secretary or any other person or persons as may be designated by the Board of Directors.

## **ARTICLE X: Waiver of Notice, Approval and Consent**

- 10.1 Waiver of Notice:** Any notice required by these Bylaws to be given to any officer or director or other person may be waived in writing, either before or after the event to which it relates and will be deemed waived with respect to any meeting, along with any objections to the time or place of such meeting, by appearance at such meeting, except when such person attends a meeting solely for the purpose of stating at the beginning of the meeting, any objection to the transaction of business.
- 10.2 Approval:** Written approval of the minutes of any meeting, either before or after the meeting, will be deemed waiver of notice of such meeting or will be deemed an appearance at such meeting.

- 10.3 Consent:** Any action required to be taken or which may be taken at a meeting of the Board of Directors or Executive Committee may be taken without a physical meeting, unless otherwise stated in these Bylaws, if all Board of Directors or Executive Committee members (as applicable) are given an opportunity to participate. The action must be evidenced by written email consents signed by the members of the Board or the Committee, as the case may be. Such consents will be filed by the secretary of the Guild with the minutes of the Board or the Executive Committee, as appropriate.

## **ARTICLE XI: Indemnification and Insurance**

- 11.1 Indemnification of Directors, Officers, Employees, Members and Volunteers:** The Guild may purchase indemnity and advance expenses to a Director or to any officer, employee, agent, member or volunteer who is not a Director to the extent permitted by the Articles of Incorporation, these Bylaws or any Bylaw.
- 11.2 Insurance:** The Guild may purchase and maintain insurance, at its expense on behalf of an individual who is or was a director, officer, employee, agent or member or volunteer of the Guild, is or was serving at the request of the Guild as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee, benefit plan, or other enterprise, against liability asserted against or incurred by her in any such capacity or arising from her status as a director, officer, employee or agent whether or not the Guild would have power to indemnify her against the same liability under this Article.

## **ARTICLE XII: Amendment**

- 12.1 Amending these Bylaws:** At the recommendation of the Executive Committee, these Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the members present at any general meeting. A summary must have been published in the most recent newsletter preceding the vote and a full text of the amendment(s) made available to all members. The members may approve or reject any such amendment(s) or may table such proposed amendment and refer to the same back to the Bylaws Committee for further study. A subsequent vote must be taken within six (6) months of the tabling of a proposed amendment(s).

## **ARTICLE XIII: Dissolution of the Guild**

- 13.1 Dissolution:** In the event that dissolution of the Guild appears desirable for any reason the reasons will be published in the newsletter and discussed at the next general meeting of the Guild. Approval by a majority of the members is required for dissolution. Members not in attendance at the meeting may file a proxy with the Secretary, showing their approval or rejection of the proposal to dissolve the Guild. Any assets remaining will be applied and distributed first to the final payment and discharge of any liability or obligation of the Guild. Any remaining assets will be distributed to a nonprofit quilting related organization recommended by the Board, upon approval by a majority of the members in attendance at the general meeting considering such dissolution.