

QUILTERS' GUILD OF NORTH DAKOTA, INC.
BYLAWS
(as revised in 2018)

Statement of Purpose

This organization shall be known as the Quilters' Guild of North Dakota, Inc. The Guild is formed for the purposes of maintaining an organization for educational, preservational, and eleemosynary objectives; to sponsor and cultivate interest in the appreciation and preservation of patchwork, appliqué, quilted art and related needlework; and to promote the exchange of ideas.

The Guild is organized and shall be operated on a membership basis, without capital stock; and is so organized solely for the purposes and objectives specified in the Statement of Purpose; and no dividends or pecuniary profits shall be declared to the members thereof. There shall be no personal liability of any nature whatsoever of any member of the corporation for corporate obligations. Whenever this organization shall be dissolved, no part of its funds or property shall be distributed to or among its members; but after payment of all indebtedness of the Guild, its surplus funds and properties shall be used for the purposes outlined in the Statement of Purpose in such manner as the Board of Directors shall determine.

Membership

The Board of Directors shall prescribe the qualifications for membership. Membership classifications shall consist of two (2) types as follows:

- 1) Individual Membership—eligible to hold office and to cast one vote.
- 2) Honorary Membership—a lifetime membership in the organization in appreciation of outstanding service; to be bestowed by the Board of Directors; eligible to hold office and to cast one vote.

Application for membership is to be made in such form as may be designated by the Board of Directors. A member may be suspended or expelled by a vote of three-fourths (3/4) of the members present at a regular Guild meeting, provided ten (10) days written notice of the pending action to such member shall first have been given by the Guild.

Fees

The Board of Directors shall set membership fees. Membership fees are due and payable every twelve (12) months.

Meetings

Regular meetings of Guild members shall be held at least six (6) times each year, including the annual meeting in April. Special meetings of the Guild members may be called by the President and written notices thereof shall be mailed at least ten (10) days prior to the time designated for

said meeting(s). Forty (40) members of the Guild shall constitute a quorum for the transaction of business. Majority shall rule unless otherwise stated in the bylaws.

Regular meetings of the Board of Directors shall be held at least six (6) times each year. The President may call special meetings of the Board of Directors. A quorum shall consist of a majority of the members of the Board of Directors.

Voting

Each individual or honorary member shall have one vote. Voting by written proxy or by absentee ballot shall be allowed, and such votes must be in the hands of the Secretary prior to the meeting.

Officers

The officers of the organization shall be President, Vice President, Secretary, Treasurer and three (3) Representatives-at-Large. Officers shall be limited to two (2) consecutive terms per office. A partial year of service shall constitute a full term. The duties of said officers shall be those usually exercised by corporate officials with like designations.

The election of officers shall be held yearly at the annual meeting. The President shall appoint a nominating committee comprised of at least three (3) Guild members. Candidates for office as selected by the nominating committee shall be made known to the general membership at least thirty (30) days prior to the annual meeting. Any Guild member may also make nominations at the annual meeting. If there is only one nomination for each office, a unanimous ballot may be cast. Voting shall be conducted by written ballot when there is more than one nomination for any office. Terms for the newly elected officers begin June 1.

Directors

The President, Vice President, Secretary, Treasurer, and three (3) Representatives-at-Large shall comprise the Board of Directors. Any action approved by the Board of Directors at a meeting, called in accordance with the provisions of the bylaws, shall be binding. Only contracts and agreements signed by at least one Board member shall be binding. Any vacancy occurring in the Board of Directors shall be acted upon by a majority vote of the remaining Directors. A Director, either elected or appointed to fill a vacancy, shall be elected or appointed for the unexpired term of his or her predecessor.

Committees

The President shall establish committees and appoint chairpersons as necessary to conduct the business of the organization. The President shall be an ex-officio member of all committees.

Finances and Budget

For auditing purposes, the outgoing Treasurer shall present the financial records to a Board approved auditing firm. A written audit report shall be presented to the President and then to the

Board of Directors for approval at the next Board meeting. The audit report shall be made available to the general membership at least annually.

The President shall appoint a budget committee of at least three (3) Guild members. A written proposed budget shall be approved by the Board of Directors and presented to the general membership at least thirty (30) days prior to ratification at the May Guild meeting.

The Board of Directors is authorized to disburse funds in accordance with the approved budget. The Board of Directors may request financial reports of Guild events at its discretion.

Amendments

These bylaws may be altered and amended at any regular Guild meeting by a vote of two-thirds (2/3) of the Guild members present at such meeting, provided that a quorum is present at such meeting, and further provided that the proposed written amendment(s) be delivered to the Secretary and made known to the general membership at least thirty (30) days prior to the ratification.

AMENDED & PASSED 5/19/2018