

**BYLAWS OF
NEW BRAUNFELS AREA QUILT GUILD
A NON-PROFIT CORPORATION**

ARTICLE I. NAME

- 1.01. Name. The name of the Non-Profit Corporation is the New Braunfels Area Quilt Guild, which shall be referred to as "the Guild" in these bylaws.

ARTICLE II. PURPOSE

- 2.01. Purpose. The Guild is organized for educational purposes within the meaning of Section 501c3 of the Internal Revenue Code. The purpose of the guild is threefold:
- A. To foster appreciation of quilts and the art of quilting among both quilters and the public.
 - B. To increase the knowledge of traditional and contemporary techniques of quilting and to provide an encouraging environment in which quilters can practice and exchange ideas; and
 - C. To educate the public as to the significance and history of quilting as an art form as well as an ongoing craft.

ARTICLE III. PRINCIPAL OFFICE

- 3.01. Principal Office. The principal office of the Guild shall be located in New Braunfels, Comal County, Texas.

ARTICLE IV. MEMBERS

- 4.01. Membership. Membership is open to all interested persons regardless of race, creed, sex or national origin. Any individual may become a member of the Guild by payment of annual dues. Visitors may attend one meeting as a guest and then they will be asked to join the guild if they wish to continue attending meetings.

- 4.02. Levels of Membership. The Guild shall have two levels of membership. The designations and qualifications of such levels shall be as follows:

Active Member: Any individual who pays 100% of annual dues.

Junior Member: Any individual, age 18 or under, who pays 50% of annual dues. A junior member may not hold office or committee chairmanship.

4.03. Dues. A yearly payment of dues shall be required of members by December 31; the amount of which shall be proposed by the Executive Board and approved by a show of hands of the membership in attendance at a general membership meeting. Dues for new members may be prorated if they join the guild after June for the remainder of the year. The amount to be voted on by the Executive Board and approved by a show of hands of the membership in attendance at a general membership meeting.

4.04. Membership Meetings. A regular meeting of the general membership shall be held once each month in New Braunfels, Texas, unless said meeting is canceled by a vote of the general membership. The time and place of these meetings shall be set by the Executive Board, announced at least one month in advance, and published in the newsletter sent prior to that meeting. Special meetings may be called by the President, by the Executive Board, or by one-tenth of the members. Business shall be conducted by the President according to Robert's Rules of Order, Newly Revised. During the conducting of business, the minutes of the previous business meeting and the treasurer's report, as published in the previous newsletter, shall be open for correction and approval.

4.05. Notice and Quorum. Notice of regular meetings shall be announced at least one month in advance. Written notice of any special general meeting shall be given by e-mail form 10 to 30 days in advance and shall state the place, date, time and the purpose of the special meeting. If electronics are unavailable, phone calls will be made. Business may be conducted at any meeting at which a quorum, or one tenth of the total number of dues-paying members is present. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.06 Rights and Responsibilities of Membership.

- A. The right to cast a vote in the election of officers, the approval of Guild policies and procedures, the approval of the Guild and Quiltfest line item budget, the amendment of the Guild bylaws.
- B. A subscription to the newsletter which shall be mailed at cost or e-mailed for free each month in sufficient time to reach members before the next general membership meeting, unless the Executive Board directs that two monthly issues be combined into one edition.
- C. The right and responsibility to hold office in the Guild except for Junior Members.

- D. The right to attend monthly meetings and to participate in Guild activities on a priority basis and at membership rates.
- E. The right to attend Executive Board meetings as a non-voting member.
- F. The right to continuing participation in a Guild sponsored quilting bee.
- G. The right to use the Guild library.
- H. The responsibility to assist at Guild meetings and functions.

4.07. Hiring of Members. The Guild may hire, for financial remuneration, its own members to perform functions recognized as professional within the quilting community, for example, teaching or lecturing. Such hiring shall include all the customary privileges that pertain to the professional function; for example, the opportunity to sell books and wares, to autograph books and so forth.

ARTICLE V. EXECUTIVE BOARD

5.01. Number and Composition. The affairs of the Guild shall be administered by the Executive Board. The directors named in the Articles of Incorporation shall serve until the first annual election. Thereafter, the Executive Board shall be composed of seven voting members. The voting members shall be those persons elected to the office of President, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Secretary, and Treasurer. The number of voting positions on the Executive Board may be increased or decreased by amendment to these bylaws.

5.02. Election, Tenure, Removal and Vacancies. Because the Executive Board is entirely comprised of the officers of the Guild, the procedures for election, tenure, removal and filling vacancies of members of the Executive Board shall be as set forth for officers.

5.03. Meetings. Regular meetings of the Executive Board shall be held each month at a time and place specified by the President. Special meetings of the Executive Board may be called upon three days' notice, by telephone or otherwise, by the President. Attendance at any regular or special meeting constitutes waiver of notice of the meeting for express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Meetings shall be conducted according to Robert's Rules of Order, Newly Revised.

5.04. Quorum. Four of the voting members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board; but if

fewer than four members are present at a meeting, a majority of the members of the Executive Board present may adjourn the meeting from time to time without further notice. Board members present by proxy may not be counted toward a quorum.

5.05. Manner of Acting. The act of the majority of the members of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these bylaws. A member of the Executive Board may vote in person or by proxy executed in writing by the member and filed by the Secretary before or at the meeting. No proxy shall be valid after three months from the date of its execution.

5.06. Attendance at Meetings. Attendance by the elected officers of the Guild shall be mandatory at all Executive Board meetings. Any elected officer missing more than two consecutive Executive Board meetings, without just cause, shall be replaced.

5.07. General Duties. The Executive Board shall set the time and place of general membership meetings, shall introduce proposals for Guild activities and participation, shall set library policies, shall appoint standing and ad hoc committees as required or needed.

5.08. Guild Contracts. The Executive Board, by resolution, may authorize any officer or committee chair to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild.

5.09. Acceptance of Contributions. The Executive Board may accept on behalf of the Guild any contributions, gift, bequest, or devise for the general purposes or for any purpose of the Guild.

5.10. Executive Board Action without Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting and with the same force and effect as a unanimous vote if all voting members of the Executive Board shall individually or collectively consent in writing to such action.

ARTICLE VI. OFFICERS

6.01. Designation of Officers. The officers of the Guild shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice President, Secretary, and Treasurer.

6.02. Election and Tenure. The officers shall be elected by a majority vote of the members present at the November general membership meeting. Officers shall be

elected for one year and are eligible for re-election with a term limit of two consecutive years in each office. Except for the office of President, Secretary, and Treasurer, any office may be shared by two or more persons. In the event of a shared office, the office shall be entitled to one vote only on the Executive Board.

6.03. Nominations. A Nominating Committee, formed in June, shall present a slate of officers at the September general membership meeting. Nominations from the floor may be accepted at the September meeting. No nominations may be made without the consent of the nominee. The entire slate of recommendations from the Nominating Committee, as well as any nominations received from the floor, shall be published in the October newsletter.

6.04. Voting. Voting shall be by a show of hands of members in attendance at the November general membership meeting and the results shall be announced by the Parliamentarian. When there is more than one candidate for an office, the election for that contested office shall be by ballot. The ballots shall be counted by the Secretary and the Parliamentarian and announced immediately.

6.05. Term. Term of office shall be from January 1 through December 31. Officers duly elected at the November general membership meeting shall constitute the Executive Board and shall assume their responsibilities effective January 1. Newly-elected Executive Board members are required to attend the December Executive Board meeting.

6.06. Removal. Any officer may be removed by vote of the membership at a special meeting called for that purpose whenever, in the members' judgment, the best interests of the Guild would thereby be served.

6.07. Vacancies. An office left vacant due to a resignation or another reason before the close of the term of office shall be filled as follows: If the vacancy occurs during the first half of an election year, nominations by the Nominating Committee shall be presented and nominations from the floor accepted at the meeting following announcement of the vacancy in the Guild newsletter. The election will be held immediately. An officer so elected may be elected to an additional full term.

A. If the vacancy occurs during the first half of an election year, nominations by the Nominating Committee shall be presented and nominations from the floor accepted at the meeting following announcement of the vacancy in the Guild newsletter. The election will be held immediately. An officer so elected may be elected to an additional full term.

B. If a vacancy occurs during the second half of the election year, the vacancy will be filled by appointment by the Executive Board.

6.08. Performance of Duties. All officers shall work together to coordinate their activities to serve the Guild as a whole. All duties shall be performed in a timely manner and in such a way as not to delay other officers or committees in the fulfillment of their duties. Any officer unable to fulfill a specific duty shall notify the President in advance.

6.09. Assistants. Any officer may appoint a Guild member as an assistant as the officer deems necessary in order to carry out the responsibilities of the office. The appointed assistant serves for the term of the elected officer.

6.10. General Duties. Officers shall maintain all property and equipment of their office in good condition (including the administrative notebooks), shall turn over all materials of their office to their successors and shall furnish any records required. At the end of the term, officers shall prepare detailed annual reports of activities and duties summarizing their year in office, including all records, correspondence, inventory and suggestions or recommendations to aid their successors. The annual reports must be included in the officers' administrative notebooks to assist incoming officers.

6.11. President. The President shall conduct general membership, special and Executive Board meetings in accordance with parliamentary procedures as set forth in Robert's Rules of Order, Newly Revised. The president shall call special meetings of membership if required and shall serve as a liaison with other organizations. The President shall perform other duties as outlined in Guild policies and procedures.

6.12. First Vice-President. The First Vice-President shall serve as membership director. The responsibility shall include the keeping of current membership roster, publishing of the directory, printing of membership cards, providing new member information and name tag patterns, and preparing general correspondence which does not relate specifically to an activity or responsibility being carried out by another member, officer or committee chair. The First Vice-President would conduct meetings in the absence of the President.

6.13. Second Vice-President. The Second Vice-President shall serve as program director. The responsibility shall include planning programs, finding speakers or teachers for the Guild meetings, making meal and/or overnight arrangements for guest speakers and delegating responsibilities for setting up programs and workshops. The Second Vice President shall be authorized to sign any contracts having to do with the speakers and/or teachers that will be giving upcoming programs to the guild members.

6.14. Third Vice-President. The Third Vice-President shall coordinate with the Second Vice-President to arrange workshops scheduled throughout the year, shall collect any monies for the workshops and transfer these funds to the Treasurer, all in accordance with Guild policies and procedures. The Third Vice-President shall perform other duties as outlined in guild policies and procedures.

6.15. Fourth Vice-President. The Fourth Vice-President shall serve as publisher of the newsletter. Responsibilities will be to encourage contributions to the newsletter, collect cost of printing and mailing and necessary information to communicate to members, publish and mail newsletter prior to next meeting, keep copies of all newsletters to form a record of Guild activities.

6.16. Secretary. The secretary shall take minutes of all general membership, special or Executive Board meetings; shall provide the Fourth Vice-President with a copy of the general membership meeting minutes to facilitate informing the membership through the newsletter of the contents of these meetings; and have available at these general membership meetings a copy of the minutes of the previous Executive Board meeting. The Secretary shall assist the parliamentarian in counting the ballots for any contested position in the general election. The secretary shall maintain a file of annual reports from outgoing officers, standing committee chairs and special ad hoc chairs. The Secretary shall keep records of volunteer hours and activities and perform other duties as outlined in the guild policies and procedures.

6.17. Treasurer. The Treasurer shall receive and collect any monies taken in for regular business or special projects. These monies are to be deposited as soon as reasonably possible to the credit of the Guild in an appointed bank located in New Braunfels. The President, Secretary or Treasurer shall disburse monies needed to pay for Guild business or sign any official monetary transaction. The Treasurer shall keep accurate records ready for review and shall give a report at all business and Executive Board meetings. The Treasurer must submit a report to the Fourth Vice-President in time to be published in that month's newsletter and prepare a report at the end of the year of the approved budget for that year and a record of the monies spent. All expenditures must be approved by the appropriate officer or committee chairman. The Treasurer will assist in preparing and submitting all tax forms. The President, Secretary and Treasurer shall be bonded.

6.18. Parliamentarian. The Parliamentarian must have a working knowledge of Robert's Rules of Order, Newly Revised. The Parliamentarian must attend all general membership and Executive Board meetings in order to advise the President, officers and committee chairs on points of order and proper procedure and shall assist the Secretary in counting votes for any contested position in the general election. The Parliamentarian shall serve as the chairman of the Bylaws, Policies and Procedures Committee when it convenes with two members from the general membership.

ARTICLE VII. COMMITTEES

7.01. Standing Committees. There shall be a minimum, of nine standing committees including, but not limited to: Financial Review, Habitat for Humanity, Historian, Hope Hospice, Children's Hope Hospice, Librarian, Nominating, Publicity, Website, Quilt Fest, Quilts for Those in Need, Refreshments, Retreat, Scholarships, Special Projects, Storybook Quilts, Church Liaison, and Welcoming. The chair for each of the standing committees, with the exception of the Financial Review, Retreat, QuiltFest, and Nominating, shall be recommended by the Nominating Committee, and appointed by resolution of a majority of voting members of the incoming Executive Board at the Executive Board meeting in December. Vacancies of standing committee chairs shall be filled by Executive Board appointment as described in Section 6.07 of these bylaws. The term of office for each standing committee, with the exception of the Financial Review, Nominating, QuiltFest and Retreat committee, shall be for a minimum of one year from its appointment by the Executive Board at the December Executive Board meeting until the following January. Procedures for the Financial Review. Nominating, QuiltFest and Retreat Committee are described in Section 7.03, 7.04, 7.11, and 7.14 of this article. The committee chairs shall report to the Executive Board on request of the Board. The chair for each of the standing committees, with the exception of the Financial Review, Retreat, QuiltFest, and Nominating, shall be recommended by the Nominating Committee.

7.02. General Responsibilities of Standing Committees. At the end of their terms, Standing Committee chairs shall prepare detailed annual reports of activities and duties summarizing their year in office, including all records, correspondence, inventory and suggestions or recommendations to aid their successors and shall file these reports in their administrative notebooks. Additional copies of the annual reports must be submitted to the President and to the Secretary for inclusion in a permanent file. All duties shall be performed in a timely manner and in such a way as not to delay other officers or committees in the fulfillment of their duties. Standing Committee chairs shall perform other duties as outlined in Guild policies and procedures.

7.03. Financial Review Committee. The Financial Review Committee shall consist of two members. In January the Executive Board shall appoint the Financial Review committee Chair. At the February general membership meeting, the remaining member of the Financial Review Committee shall be nominated and elected by a majority vote of the members in attendance. The term of office shall be from April 1 through March 31. The Financial Review Committee shall perform a review of all financial transactions at the end of each year or any other time deemed necessary by the Executive Board. If the Guild sponsors a show, the Financial Review Committee shall perform a final review of all financial transactions of the show no later than five months after the close of the show. The Financial Review Committee may recommend policies and procedures for these transactions and publish the annual review(s) in the newsletter.

7.04. Nominating Committee. The Nominating Committee shall consist of three members. In June, the Executive Board shall appoint the Nominating Committee Chair. The remaining members of the committee may be selected from the guild membership by the Committee Chair at any time. None of the members of the Nominating Committee can be current officers eligible for re-election. The Nominating Committee shall fully disclose the duties and responsibilities of each position to any member contacted by the committee as a potential candidate for that position.

- A. The Nominating Committee will present a slate of officers at the September general membership meeting.
- B. The Nominating Committee shall provide the incoming Executive Board a list of recommended chairs for the standing committees by the December Executive Board meeting.

7.05. Scholarship Committee. The Scholarship Committee coordinates the selection of the Scholarship Award Recipients. The committee sends applications to the schools, reviews and screens the responses from the applicants, and chooses applicant(s) to receive scholarships and presents their findings to the Board.

7.06. Historian/Historical Committee. The Historian's duties shall be to keep an historical record of guild meeting and events by taking photos, making a scrapbook record for the year, and a digital media recording of photos kept for each year.

7.07. Publicity. The Publicity Committee will release news information to local papers as needed and maintain the Guild's Facebook page as needed.

7.08. Quilts for Those in Need Committee. The Quilts for Those in Need Committee coordinates the completion of quilts, and tote bags to be donated to agencies who provide emergency shelter for children and families. The Committee assists with the delivery of completed items. The Chairperson may conduct guild workshops to help make the quilts. The chairperson shall submit a record of volunteer hours to the Secretary monthly.

7.09. Welcoming Committee. The Welcoming Committee greets members and guests attending general membership meetings, provides sign-in sheets and door prizes, and assists with Show and Tell set up and forms.

7.10. Library Committee. The Library Committee orders new books, organizes the guild library, monitors checkout system, collects overdue fines, and secures memorial donations to other libraries.

7.11. QuiltFest Committee. The QuiltFest Committee has the responsibility for planning, staffing, producing, managing and reporting finances and evaluating the biennial quilt show that functions as the major fundraiser to support annual operating expenses of the guild. The QFC is chaired by three co-chairpersons who serve multi-year terms. The lead co-chairperson has experience in co-chairing two past shows and two co-chairpersons are in training to assume the lead team position. Monthly status reports will be provided to the guild Executive Board. Signators for the QuiltFest bank account must be bonded.

7.12. Hope Hospice Committee. The Hope Hospice Committee supports Hope Hospice of New Braunfels-Bereavement Services by coordinating the design and construction of a memory quilt each year. The chairperson shall submit a record of volunteer hours to the Secretary monthly.

7.13. Habitat for Humanity Committee. The Habitat for Humanity Committee coordinates the design and construction of quilts to be presented at "house blessings" in our service area. The chairperson shall submit a record of volunteer hours to the Secretary monthly.

7.14. Retreat Committee. The Retreat Committee shall consist of a Senior Chairperson, Chairperson, and Junior Chairperson who will organize and oversee the guild retreats. The Junior Chairperson is selected by the Senior Chairperson and Chairperson no later than 30 days after quilt retreat and approved by the board.

7.15. Refreshment Committee. The Refreshment Committee provides beverages at the guild meetings. Baked goods are provided through donations from the guild members. Refreshments are also provided during volunteer workshops.

7.16. Special Projects Committee. The Special Projects Committee selects projects for guild members to make, if desired. The committee collects the projects and may award prizes.

7.17. Storybook Quilts Committee. The Storybook Quilt Committee coordinates the production of storybook quilts and oversees the process of lending them to area elementary schools. The chairperson may conduct guild workshops to help make the quilts. The chairperson shall submit a record of volunteer hours to the Secretary monthly.

7.18. Ad Hoc Committees. The Executive Board may appoint and prescribe duties for ad hoc committees as needed and as outlined in Guild Policies and Procedures. These

may include but are not limited to Bylaws Committee and Policies and Procedures Review Committee. Chairs of any ad hoc committees shall report to the Executive Board at the Executive Board's discretion.

7.19. Children's Hope Hospice Committee. The Children's Hope Hospice committee supports Hope Hospice of New Braunfels-Bereavement Services by coordinating the design and construction of children's memory quilts each year. The chairperson shall submit a record of volunteer hours to the Secretary monthly.

7.20. Website Committee. The Website Committee will maintain, in a timely manner, the Guild website(s) with up-to-date information. The committee will consist of a minimum of two Guild members; one to serve as webmaster and the other to serve as back-up to the webmaster. Both committee members, as well as the Guild president and one other Guild board member designated by the Guild president, will have access to any and all things related and pertinent to the website(s) including but not limited to pass codes/passwords, customer service access to the hosting website platform(s) et al, billing and contact information for hosting website platform(s) et al.

7.21. Church Liaison. Liaison MUST be a member of New Braunfels Presbyterian Church in order for Guild to receive reduced rental rate. Liaison must have keys to the church building. Liaison must be familiar with church air conditioning system and sound system. Liaison is responsible to reserve the church for all Guild activities, preferably at least two years in advance. Liaison must check with church scheduler to be sure facilities are available BEFORE contracts are signed with presenters. Liaison coordinates with church sexton and advises the sexton of set-up requirements as well as dates and hours of meetings and workshops. Liaison submits check requests by e-mail monthly for payments to the church and the sexton, and is responsible for distributing the checks in a timely fashion. The Guild will pay the church an additional amount in December for full use of the kitchen.

ARTICLE VIII. MISCELLANEOUS

8.01. No Commissions or Fees. The Guild shall not perform work for a commission or fee and no individual member may accept a commission or fee in the name of the Guild.

8.02. Compensation. No officer, committee chair, or committee member shall receive compensation for such service to the Guild; provided that all officers, committee chairs, and committee members may have authorization of the Executive Board to receive reimbursement for any expenses incurred on behalf of the Guild in the performance of the duties of their office.

8.03. Budgets. The Executive Board shall prepare an annual line-item budget, which shall be presented to the membership for approval no later than the December meeting. A separate QuiltFest budget shall be presented at the same time. The budgets shall be published in the newsletter prior to the meeting at which they shall be presented.

8.04. Authority to Sign Checks. The Treasurer, Secretary, and President shall have the authority to sign all Guild checks for approved budget items and must be bonded. In accordance with the Guild's insurance agent, two signatures are required on all checks from the Guild and QuiltFest accounts. Signatures include the Guild's Treasurer, Secretary, and President, QuiltFest Treasurer, and QuiltFest Show Chairman for approved budget items.

8.05. Books and Records. In addition to the Treasurer's duties under Section 6.17 of these bylaws, the Guild shall keep correct books and records of account with respect to all financial transactions (including income and expenditures) of the Guild in accordance with generally accepted accounting principles. These records must include, but not be limited to, an Income Statement and a Balance Sheet. All records, books, and annual reports of financial activity of the Guild shall be kept at the registered or principal office of the Guild in the State of Texas for at least seven years. Minutes of the Executive Board meetings, as well as committees having any authority of the Executive Board, must not be destroyed or discarded. These records must be kept available for membership inspection during normal business hours.

8.06. Fiscal Year. The fiscal year of the Guild shall be the calendar year, January 1 through December 31.

8.07. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the articles of incorporation, or by the bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

8.08. Guild Activities and Participation. Guild participation in activities or events which require the involvement of the full Guild membership and/or the expenditure of the Guild's funds (over \$500.00 or not provided for in the line-item budget) must be approved by a majority vote of the membership present at a general membership meeting. Should a proposal arise which the Executive Board considers of obvious benefit or interest to the Guild, and which requires an immediate commitment, the Executive Board is authorized to make that commitment with consent of two-thirds of the Executive Board, as described in these bylaws.

ARTICLE IX. AMENDMENTS

9.01. Amendments. Changes to the bylaws may be proposed at any general membership meeting by either the Executive Board or individual members. Proposed changes will be referred to the Bylaws Committee for analysis and drafting of specific language. The recommendations of the Bylaws Committee will be presented for discussion at two consecutive general membership meetings; a vote on the proposed changes will be taken at the second meeting. Written notice of the proposed changes will be given at least ten days prior to the vote. No changes will be effective until approved by a vote of two-thirds of the members present at the time of the vote.

The above bylaws being the initial bylaws of the New Braunfels Area Quilt Guild, a nonprofit corporation, were approved by the Executive Board on the 12th day of December, 1994.

Amended 19th day of May, 2001
Amended 16th day of September, 2006
Amended 20th day of January, 2007
Amended 18th day of October, 2008
Amended 15th day of November, 2008
Amended 21st day of March, 2009
Amended 21st day of April, 2012
Amended 19th day of November, 2016
Amended 19th day of October, 2019