

**BYLAWS OF
NEW BRAUNFELS AREA QUILT GUILD
A NONPROFIT CORPORATION**

ARTICLE I. NAME

1.01. Name. The name of the Nonprofit 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 501(c)(3) 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 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:

- A. An Active Member is an individual who pays 100% of annual dues.
- B. A Junior Member is an individual, age 18 or under, who pays 50% of annual dues. A Junior member may not hold office or chair a committee.

4.03. Dues. A yearly payment of dues shall be required by December 31. The amount shall be proposed by the Executive Board and approved by the membership. First year dues for new members may be prorated if they join the Guild after June. The prorated amount shall be proposed by the Executive Board and approved by the membership.

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. The meeting shall be conducted by the President. If the President is unable to attend a general membership meeting, any other officer may conduct the meeting. The minutes of the previous meeting and the Treasurer's report, as published in the previous newsletter, shall be open for correction and approval.

Special meetings may be called by the President, by the Executive Board, or by one-tenth of the members. Written notice of any special meeting shall be given 10 to 30 days in advance and shall state the place, date, time, and purpose of the special meeting.

Business may be conducted at any meeting at which a quorum, or one tenth of the total number of members, is present.

If the regular meeting location is not available, the President may call for a virtual meeting.

4.05. Rights and Responsibilities of Membership. Members shall have the following rights and responsibilities:

- A. The right to vote in the election of officers;
- B. The right to vote in the approval of the Guild and QuiltFest budgets;
- C. The right to vote in the amendment of the Guild Bylaws;
- D. The right to receive the Guild newsletter;
- E. The right and responsibility to hold a Guild office, except for Junior Members;
- F. The right to attend monthly meetings and participate in Guild activities;
- G. The right to attend Executive Board meetings as a non-voting member; and
- H. The responsibility to assist at Guild meetings and functions.

4.06. Hiring of Members. The Guild may hire, for financial remuneration, its own members to perform functions recognized as professional within the quilting community, such as teaching and lecturing. Such hiring shall include all the customary privileges that pertain to the professional function including selling books and wares.

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 amending these Bylaws.

5.02. 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 by the President upon three days' notice. Meetings may be held in person or virtually at the discretion of the President.

5.03. 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. Board members present by proxy may not be counted toward a quorum.

5.04. 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.

5.05. 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.

5.06. General Duties. The Executive Board shall set the time and place of general membership meetings, shall introduce proposals for Guild activities, and shall appoint chairpersons for standing and ad hoc committees.

5.07. Guild Contracts. The Executive Board may authorize any officer or committee chairperson to sign contracts on behalf of the Guild.

5.08. Acceptance of Contributions. The Executive Board may accept on behalf of the Guild any contribution, gift, bequest, or device for the general purpose or for any designated purpose of the Guild.

5.09. 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 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 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 and November newsletters.

6.04. Voting. Voting shall be 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 before the close of the term of office shall be filled as follows:

- 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 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, 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 recommendations to aid their successors. The annual reports must be included in the officers' administrative notebooks.

6.11. President. The President shall conduct general membership, Executive Board, and special meetings. The President shall serve as a liaison with other organizations.

6.12. First Vice-President. The First Vice-President shall serve as Membership Director. The responsibilities shall include keeping a current membership roster, publishing the directory, and providing new members with information and name tag patterns.

6.13. Second Vice-President. The Second Vice-President shall serve as Programs Director. The responsibilities shall include planning programs, securing speakers or teachers, and coordinating with the Workshops Committee. The Second Vice-President shall be authorized to sign any contracts having to do with the speakers and/or teachers selected for upcoming programs.

6.14. Third Vice-President. The Third Vice-President shall serve as Communications Director. The responsibilities shall include coordinating and serving as backup for all Guild communications – newsletter, website, e-communications, and social media. The Third Vice-President shall arrange for virtual meeting setup and shall notify members of virtual meetings.

6.15. Fourth Vice-President. The Fourth Vice-President shall serve as QuiltFest Director. The responsibilities shall include planning, staffing, and producing the biennial quilt show (QuiltFest) that functions as the major fundraiser of the Guild. The Fourth Vice-President shall be authorized to sign any contracts having to do with the operation of QuiltFest. The Fourth Vice-President shall appoint two assistant directors.

6.16. Secretary. The Secretary shall take minutes of all general membership, Executive Board, and special meetings. The Secretary shall maintain a file of annual reports from outgoing officers, standing committee chairpersons, and special ad hoc committee chairpersons, and shall keep records of volunteer hours. The Secretary shall appoint an Assistant Secretary for Financial Purposes if required by the bank that holds the Guild accounts.

6.17. Treasurer. The Treasurer shall manage the finances of the Guild and provide a monthly report to the Executive Board and to the membership. The Treasurer shall work with a professional tax preparer to file required information with the IRS. The Treasurer shall appoint an assistant to serve as QuiltFest Treasurer.

6.18. Parliamentarian. The Parliamentarian shall be appointed by the President. The Parliamentarian shall provide advice on points of order outlined in the Bylaws and on proper parliamentary procedure as presented in *Robert's Rules of Order Newly Revised*. The Parliamentarian shall chair an ad hoc committee to propose amendments to the Bylaws as needed.

ARTICLE VII. COMMITTEES

7.01. Standing Committees. The standing committees shall include Financial Review, Habitat for Humanity, Historical, Hope Hospice, Library, Meeting Facility, Newsletter, Nominating, Publicity, Quilts for Those in Need, Retreat, Special Projects, Storybook Quilts, Website, Welcoming, and Workshops. Chairpersons, except for the Nominating Committee Chairperson, shall be recommended by the Nominating Committee, and appointed by the incoming Executive Board at the Executive Board meeting in December. Vacancies of Standing Committee Chairpersons shall be filled by Executive Board appointment. The term of office for each Standing Committee Chairperson shall be for one year.

7.02. Ad Hoc Committees. The Executive Board may appoint and prescribe duties for Ad Hoc Committees as needed.

7.03. General Responsibilities of Standing Committees. Standing Committee Chairpersons shall report to the Executive Board. Standing Committee Chairpersons shall prepare annual reports of their activities and offer suggestions to aid their successors. The annual reports shall be submitted to the President and to the Secretary.

7.04. Financial Review Committee. The Financial Review Committee shall consist of the Chairperson and one additional Guild member selected by the Chairperson. The Financial Review Committee shall perform an annual review of all financial transactions for the Guild and for QuiltFest.

7.05. Habitat for Humanity Committee. The Habitat for Humanity Committee shall coordinate the construction and distribution of quilts to new Habitat for Humanity homeowners.

7.06. Historical Committee. The Historical Committee shall document Guild activities with photos for the newsletter and the website. The Historical Committee shall take photos for the directory.

7.07. Hope Hospice Committee. The Hope Hospice Committee shall coordinate the design and construction of a memory quilt each year for Hope Hospice of New Braunfels Bereavement Services.

7.08. Library Committee. The Library Committee shall keep the Guild library and monitor the checkout to Guild members.

7.09. Meeting Facility Committee. The Meeting Facility Committee shall secure a facility where the Guild will hold general membership meetings and workshops. The Meeting Facility Committee shall serve as a liaison to communicate the requirements of the facility to the Guild and the needs of the Guild to the facility.

7.10. Newsletter Committee. The Newsletter Committee shall publish a monthly newsletter which shall be sent to Guild members before the monthly meeting. The newsletter shall include the minutes from the previous general membership meeting and the monthly Treasurer's report.

7.11. Nominating Committee. The Nominating Committee shall consist of the Chairperson and two additional Guild members selected by the Chairperson. The Executive Board shall appoint the Nominating Committee Chairperson in June. Members of the Nominating Committee shall not be eligible for nomination for an elected office.

The Nominating Committee shall present a slate of officers at the September general membership meeting.

The Nominating Committee shall provide the incoming Executive Board a list of recommended chairpersons for the standing committees by the December Executive Board meeting.

7.12. Publicity Committee. The Publicity Committee shall publicize Guild activities.

7.13. Quilts for Those in Need Committee. The Quilts for Those in Need Committee shall coordinate the design and construction of quilts and tote bags to be donated to local agencies that provide emergency shelter for children and families.

7.14. Retreat Committee. The Retreat Committee shall plan and execute the annual Guild retreat.

7.15. Special Projects Committee. The Special Projects Committee shall plan projects that encourage member participation.

7.16. Storybook Quilts Committee. The Storybook Quilts Committee shall coordinate the design and construction of quilts paired with children's books and oversee the process of lending them to area elementary schools.

7.17. Website Committee. The Website Committee shall consist of the Chairperson (Webmaster) and one additional Guild member that serves as backup. Both committee

members, as well as the Third Vice-President, shall have full access to the Guild's website. The Website Committee shall maintain the website with current information about the Guild.

7.18. Welcoming Committee. The Welcoming Committee shall greet members and guests at general membership meetings and record attendance.

7.19. Workshops Committee. The Workshops Committee shall plan and implement workshops in coordination with the Second Vice-President.

ARTICLE VIII. GUILD OPERATIONS

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

8.02. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of business in meetings.

8.03. Budgets. An annual line-item budget for the Guild and an annual line-item budget for QuiltFest shall be approved by the membership no later than the November meeting.

8.04. Authority to Sign Checks. The President, Secretary, and Treasurer shall be authorized to sign checks on the Guild account. The President, Secretary, Treasurer, QuiltFest Treasurer, and Fourth Vice-President shall be authorized to sign checks on the QuiltFest account. Two signatures are required on all checks.

8.05. Bonding. Bonding insurance shall be provided to protect the Guild from financial loss or damage. The President, Secretary, Treasurer, QuiltFest Treasurer, Fourth Vice-President, and Webmaster shall be bonded.

8.06. Records. Financial records, annual reports, and minutes of all meetings shall be kept for at least seven years.

8.07. Compensation. No officer, committee chairperson, or committee member shall receive compensation for their service to the Guild. All officers, committee chairpersons, and committee members may receive reimbursement for expenses incurred in the performance of the duties of their office.

8.08. No Commissions or Fees. The Guild shall not perform work for a commission or fee.

8.09. 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.

8.10. Dissolution. Upon dissolution, the Guild will disburse all income to either the government or another 501(c)(3) corporation.

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 (an ad hoc committee chaired by the Parliamentarian) for analysis and drafting of specific language. The recommendations of the Bylaws Committee will be presented for discussion at two consecutive general membership meetings. Written notice of the proposed changes will be given at least ten days prior to the first meeting. A vote on the proposed changes will be taken at the second meeting. 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

Amended 18th day of September, 2021

Amended 15th day of November, 2025