

BY-LAWS  
Revised May 9, 2014

I. NAME

This organization shall be known as Thimble & Thread Quilt Guild of Greater St. Louis, Inc., hereinafter referred to as the Guild.

II. PURPOSE

The purpose of the Guild shall be:

- A. to preserve the heritage of quilting;
- B. to provide educational opportunities;
- C. to advance public recognition of quilting as an art form;
- D. to encourage high standards of quilt making;
- E. to be a source of information, inspiration and support; and
- F. to provide charitable services and/or materials related to quilts and/or quilt making.

III. MEMBERSHIP

A. Qualifications

Membership is open to anyone who is interested in the art of quilting.

B. Dues

Members shall pay annual dues which are payable by July 1. The amount of dues shall be recommended by the Board of Directors and voted and approved by majority of the membership. Members whose dues have not been received by the Membership Committee or the Treasurer by August 1 shall be dropped from e-mail or other notifications. New members joining after the December meeting shall pay one-half of the annual dues.

C. Privileges

- 1. All current members shall receive
  - a. monthly newsletters, handouts and a yearly directory;
  - b. all Guild related discounts.
- 2. The aforementioned yearly directory and Guild related discounts are for the exclusive use of the current Guild members and shall not be shared with non-members of the Guild for any purpose.
- 3. All current members may:
  - a. attend monthly membership meetings;
  - b. participate in educational workshops;
  - c. submit entries in Guild quilt shows;
  - d. attend Board of Directors' meetings and shall:
    - (1) be allowed to address the Board of Directors;
    - (2) be allowed to submit proposed motions, in writing, for the Board of Directors review and consideration;
    - (3) not be allowed to vote.

#### D. Special Members

1. Charter members shall be those who joined prior to June, 1978.
2. Honorary Lifetime Members shall:
  - a. be members who have exhibited outstanding service and commitment to the Guild and who have been approved by the Board of Directors;
  - b. be entitled to all rights and privileges of membership; and
  - c. be exempt from paying dues.

#### IV. OFFICERS

##### A. Elected Offices

The four elected offices shall consist of President, Vice President, Secretary and Treasurer. With the exception of the President, each of the offices may be occupied by two members.

##### B. Executive Committee

1. The Executive Committee shall consist of the elected officers and the Parliamentarian.
2. The Executive Committee shall:
  - a. in an emergency, have the power to act on behalf of the Guild;
  - b. appoint the Chairs of Standing Committees and such other committees as deemed necessary by the Executive Committee, and fill any vacancy; and
  - c. remove and replace a Standing Committee Chair in accordance with the provisions of Article IV D.
3. Three members of the Executive Committee shall constitute a quorum; each office is permitted only one vote.
4. The Secretary shall present the minutes of any Executive Committee meeting to the Board of Directors.

##### C. Term of Office

1. Officers shall assume duties July 1 and serve a term of one year, ending June 30.
2. No elected officer shall serve more than two consecutive terms in a particular position.
3. Any term in excess of six months shall be considered a full term.
4. Parliamentarian may serve unlimited terms.

##### D. Removal and Vacancy

1. Any elected officer or Standing Committee Chair may be removed by the Board of Directors whenever, in its judgment, the best interests of the Guild would be served.
2. A vacancy in any elected office shall be filled for the unexpired portion of the term, by a general membership election to be held immediately after the announcement of a proposed nominee by the Board of Directors is published in the Newsletter.

#### V. NOMINATIONS AND ELECTIONS

##### A. Nominations

1. A Nominating Committee consisting of one member of the Board of Directors, elected by the Board, and two from the general membership to be appointed by the President, if there are no volunteers, shall be formed prior to February 1<sup>st</sup>. The Committee shall elect its chair.

2. The Nominating Committee shall submit one name for president and one name or a pair of names for the remaining three elected offices. Names of the proposed nominees shall be published in the March Newsletter. The Chair shall read the slate at the March meeting.
  3. Additional nominations may be made from the floor at the March meeting with the prior consent of each nominee.
  4. Under extenuating circumstances, the Executive Committee may move the announcement of the nominations to a different month.
- B. Elections
1. If no nominations are made from the floor, the election may be held at the March meeting by voice vote (general consent by acclamation).
  2. If additional nominations are made from the floor, an election by ballot for that office shall be held at the April meeting; the Nominating Committee shall publish the candidate list in the April Newsletter. The Nominating Committee shall prepare, distribute and count ballots.
  3. A plurality vote shall elect.
  4. Under extenuating circumstances, the Executive Committee may move the election to a different month.

## VI. MEETINGS

- A. Regular monthly membership meetings shall be held on the second Friday of each month unless otherwise specified by the Board of Directors.
- B. The regular monthly meeting in September shall be known as the Annual Meeting of Corporation. Annual Reports shall be received from officers and Standing Committees. The Operating Budget shall be published in the September Newsletter, presented at the meeting and adopted by the membership.
- C. At regular monthly membership meetings a quorum shall consist of members in attendance, each having a vote. Motions previously published in the Newsletter for consideration shall be passed by a simple majority.
- D. All motions, except those privileged or routine, brought before the full membership, must first be submitted to the Board of Directors and deemed to be in accordance with the By-Laws. After Board review, the motion shall be published in the next Newsletter and voted on at the next general membership meeting after publication.
- E. Special meetings of the general membership may be called by the President or Board of Directors; the purpose shall be stated in the call. Except in the case of emergency, at least seven days' notice shall be given.

## ARTICLE VII – BOARD OF DIRECTORS

### A. Members

The Board of Directors shall consist of the elected officers, the immediate Past President, the Parliamentarian and the following Standing Committee Chairs: Membership, Newsletter,

Outreach, Historian, Ways and Means, Workshop, and Quilt Show. No member may chair more than one Standing Committee at a time.

B. Term Limits

Except for Parliamentarian, no member may serve more than two consecutive years on the Board of Directors in a particular position. Under extenuating circumstances, the Executive Committee may approve a waiver to permit a member to serve more than two consecutive years.

C. Duties

The Board of Directors shall:

1. manage the property, affairs and business of the Guild;
2. review and approve:
  - a. the proposed annual budget prior to publication in the September Newsletter and presentation to the general membership;
  - b. all Standing and Special Committee proposals.
3. review all proposed motions, prior to presentation at a general membership meeting, to ascertain if the motions are in accordance with the Guild's By-Laws; and
4. Remove any elected officer, if necessary, per ARTICLE IV, D.

D. Meetings

1. A minimum of three regular Board meetings shall be held each fiscal year at a time and place to be determined by the President.
2. Special meetings shall be called by the President or upon written request of three members of the Board of Directors. At least seven days written notice which includes the purpose of the meetings, shall be given except in the case of an emergency.
3. Attendance at meetings is mandatory for members of the Board of Directors. At the discretion of the Executive Committee, any committee chair absent from more than two consecutive meetings of the Board of Directors, may be replaced.
4. Rules for the transaction of Board business may be adopted by the Board of Directors provided they do not conflict with the By-Laws and the Articles of Incorporation.
5. Seven members of the Board of Directors shall constitute a quorum.
6. To adopt all motions, a majority vote is required of those voting.
7. For purposes of voting, each elected office and Standing Committee shall have only one (1) vote.

E. Removal and Filling Vacancies

1. For the removal from office and the filling of a vacancy of an officer, see ARTICLE IV, D.
2. For the removal of a Standing Committee chairman and sub-chairman and the filling of a vacancy of Standing Committee chairman or sub-chairman, see ARTICLE IV, D.

VIII. COMMITTEES

A. Standing Committees

1. Members
  - a. Standing Committees shall include Membership, Newsletter, Outreach, Historian, Ways and Means, Workshop, and Quilt Show.

2. Terms of Standing Committee Chairs:

- a. Chairs are appointed and/or approved by the Executive Committee for a term of one year.
- b. Any term in excess of six months shall be considered a full term.

3. Duties

All Standing Committee Chairs shall perform the specified duties prescribed in the Standing Rules and Policies and Procedures.

B. Special Committees

1. Special Committees may be appointed by the President as needed.
2. Special Committee Chairs may be requested to attend meetings of the Board of Directors. They shall be allowed to address the Board of Directors with recommendations but shall not be allowed to make motions or vote.

IX. EXECUTION OF INSTRUMENTS

- A. The Board of Directors may authorize any officer, officers, Board member or agent of the Guild, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild. Such authority may be general or confined to a specific instance.
- B. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Guild shall be signed by the Treasurer, or in the Treasurer's absence, by the President. Any request for payment of over \$500 not previously approved by the Board shall be accompanied by written authorization from the Board.
- C. All funds of the Guild shall be deposited to the accounts of the Guild in such banks, trust companies, or other depositories as the Board of Directors may select.
- D. The Board of Directors may accept on behalf of the Guild any contribution, gift, bequest or device for the general purposes or for any special purpose of the Guild.

X. FISCAL YEAR

The Fiscal Year shall be from July 1 through June 30.

XI. INUREMENT OF INCOME

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

XII. PROHIBITION OF LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall promote or otherwise attempt to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

### XIII. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under the provisions of Section 501(C) (3) of the Internal Revenue Code, or corresponding section of any future tax code or regulations thereunder, in the sole discretion of the directors.

Any such assets not so disposed of shall be disposed by the circuit court of the county in which the principal office of the corporation is then located, exclusively for purposes as set forth above or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### XIV. PARLIAMENTARY AUTHORITY

The parliamentary authority in all matters not covered by the By-Laws shall be the most recent revision of the Robert's Rules of Order.

### XV. AMENDMENTS

These By-Laws may be amended at any regular general membership meeting by a two-thirds (2/3) vote of the members present providing the amendment has been published no fewer than twenty-one (21) days prior to the next Guild meeting.

END