

# CHISHOLM TRAIL QUILT GUILD BYLAWS

## ARTICLE I. NAME

**1.01. Name.** The name of the organization is Chisholm Trail Quilt Guild, which shall be referred to as "the Guild" in these Bylaws.

## ARTICLE II. PURPOSE AND POLICIES

**2.01. Purpose.** The Guild is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of the Guild is three-fold:

- 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.
- C. To educate the public as to the significance, history and preservation of quilting as an art form as well as an ongoing craft.

**2.02. Policies.** The Guild may formulate policies that shall govern the incidental operations of the corporation and that shall have the authority of these Bylaws; provided, however, that in the event any policies of the Guild conflict with these Bylaws, the Bylaws shall govern.

## ARTICLE III. PRINCIPAL OFFICE

**3.01. Principal Office.** The principal office of the Guild shall be located in Williamson 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.

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

- A. Active member: Any individual who pays annual dues.
- B. Junior member: Any individual, age 13 to 18, who pays dues at the Junior member rate as determined by the Executive Board. Junior members may vote, but may not hold office, or committee chairmanship and must be accompanied by an adult voting member. Non-member children (under 13) are not allowed to attend meetings or workshops.
- C. Honorary Member: Any individual who has provided a special service to the Guild.

Each member shall have one vote.

**4.03 Membership Year.** The membership year of the Guild shall be July 1 to June 30.

**4.04. Dues.** A yearly payment of dues shall be required of members. The amount of annual dues shall be proposed by the Executive Board and approved by the membership at a corporate membership meeting.

**4.05. Corporate Membership Meetings.** One regular corporate meetings of the general membership shall be held each year in Williamson County, Texas in June to elect officers and to approve the budget for the following fiscal year. The time and place of the meeting shall be set by the Executive Board and announced at least one month in advance. Special corporate membership 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 from 10 to 50 days in advance and shall state the place, date, time and purpose of the special meeting. 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. Minutes of Corporate Membership Meetings.** The minutes of each corporate membership meeting will be distributed to the members within 60 days of the meeting.

**4.07. Quorum.** Business may be conducted at any corporate membership meeting at which a quorum, or one-tenth of the total number of active members, is present.

**4.08. Additional Program Meetings.** Additional meetings at which programs are presented and activities are carried out shall be held throughout the year as determined by the Executive Board and announced to the members.

**4.09. 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 Executive Board shall be composed of the following voting members: President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Bee Coordinator, Librarian and Newsletter Editor. The number of voting positions on the Executive Board may be changed by amendment to these Bylaws. The immediate past president of the Guild shall serve as an ex-officio member of the Executive Board for the first three months of the new board's term.

**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 monthly unless otherwise 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, except when an Executive Board 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.

**5.04. Quorum.** Five of the voting members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if fewer than five members are present at a meeting, a majority of the members of the 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 to transact new business.

**5.05. Manner of Acting.** The act of a 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 with the Recording Secretary before or at the meeting. No proxy shall be valid after three months from the date of its execution.

**5.06. Guild Contracts.** Except as provided in this section, the President shall have sole authority to enter into contracts in the name of the Guild. The Executive Board, by resolution, may authorize any officer or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild and such authority may be general or confined to a specific instance. Unless so authorized by the Executive Board, no officer or member other than the President shall have any power or authority to bind the Guild by any contract or engagement, or to pledge its credit or to render it pecuniary liable for any purpose or to any amount.

**5.07. Acceptance of Contributions.** The Executive Board 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.

**5.08. 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.

**5.09. Telephone and Other Meetings.** The Executive Board may participate in and hold a meeting by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE VI. OFFICERS

**6.01. Designation of Officers.** The officers of the Guild shall be a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Bee Coordinator, Librarian and Newsletter

Editor.

**6.02. Election and Tenure.** The officers shall be elected by a majority vote of the members present at the annual corporate membership meeting. Officers shall be elected for one year, shall serve no more than two consecutive years in that office and shall serve no more than four consecutive years on the Executive Board. Except for the offices of President and Recording Secretary, 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.** The Nominating Committee shall present a slate of officers at the April corporate membership meeting. Nominations from the floor may be accepted at the meeting. No nominations may be made without the consent of the nominee.

**6.04. Voting.** Voting shall be by a show of hands of members in attendance and the results shall be announced immediately 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 Recording Secretary and the Parliamentarian and announced immediately.

**6.05. Term.** Term of office shall be from July 1 through June 30. Officers duly elected at the corporate membership meeting shall constitute the Executive Board and shall assume their responsibilities effective July 1.

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

**6.07. Vacancies.** Offices left vacant due to resignation or other reasons before the close of the term of office shall be filled as follows:

- A. If a 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 a special corporate membership meeting, which must be held within 50 days of the occurrence of the vacancy. An officer so elected may be elected to serve one 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. An officer so appointed may be elected to serve two additional full terms.

**6.08. 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 only for the term of the elected officer.

**6.09. President.** The President shall conduct corporate membership and Executive Board meetings. The President shall call special meetings of the membership if required, shall serve as a liaison with other organizations, shall approve and endorse all requests for check and reimbursement forms for approved budget items, shall have authority to sign checks and shall be bonded. The President shall perform other duties as outlined in Guild Policies and Procedures.

**6.10. First Vice-President.** The First Vice-President shall conduct all meetings in the event of the President's inability or refusal to act. In the event of vacancy in the office of the President, the First Vice-President shall serve as President Pro Tempore until a replacement is duly elected. The First-Vice President shall perform other duties as outlined in the Guild Policies and Procedures.

**6.11. Second Vice-President.** The Second Vice-President shall be responsible for membership. The Second-Vice President shall perform other duties as outlined in Guild Policies and Procedures.

**6.12. Recording Secretary.** The Recording Secretary shall take minutes of all corporate membership, special or Executive Board meetings. The Recording Secretary shall assist the Parliamentarian in counting the ballots for any contested position in a general election.

**6.13. Corresponding Secretary.** The Corresponding Secretary shall maintain a file of Guild correspondence; shall conduct general correspondence that does not relate specifically to an activity or responsibility being carried out by another member, officer or committee chair; and shall regularly collect and distribute the mail from the Guild post office box. The Corresponding Secretary shall perform other duties as outlined in Guild Policies and Procedures.

**6.14. Treasurer.** The Treasurer shall receive all monies collected by the Guild; shall deposit these funds to the

credit of the Guild in such banks or other depositories as the Executive Board may approve; and shall pay from these accounts all authorized expenditures or disbursements. The Treasurer shall maintain records of all Guild financial transactions, shall make the statement(s) from the Guild bank account(s) available monthly and shall prepare quarterly and final annual line-item accountings of income and expenditures for each office and committee. The Treasurer shall be bonded.

**6.15. Bee Coordinator, Librarian and Newsletter Editor.** The Bee Coordinator, Librarian and Newsletter Editor shall perform such duties as may be determined by the members from time to time to be appropriate to their offices and as outlined in Guild Policies and Procedures.

## ARTICLE VII. COMMITTEES

**7.01. Committees.** The Executive Board by resolution may designate such committees having such membership and duties, as the Executive Board shall determine to be in the best interest of the Guild.

**7.02. Term of Office.** Each member of a committee shall continue as such until a successor is appointed and qualified, unless the committee shall be sooner terminated, or unless such member be removed from such committee.

**7.03. Removal.** Any member of any committee may be removed by the person or persons authorized to appoint such member, whenever in their judgment the best interest of the Guild shall be served by such removal.

**7.04. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner provided in the case of the original appointments.

**7.05. Quorum.** Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## 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. Budget and Expenditures.** The Executive Board, assisted by Standing Committee Chairs, shall prepare an annual line-item budget, which shall be published and distributed to the members prior to the June corporate membership meeting, at which time the budget must be approved by the members. The Executive Board shall have the authority to revise the amount of any budget line item without membership approval if it determines that such a revision is in the best interest of the Guild. Any such revision over \$250 shall be published and distributed to the members.

**8.04. Authority to Sign Checks.** The approved signees shall have authority to sign checks in amounts less than \$300. For payment of items of \$300 or more, the President must co-sign the checks. Approved signees are the Guild treasurer and president. Additional signees may be approved by the Executive Board. If appointed and while serving, the Show Treasurer shall have authority to sign checks for payment of show-related items less than \$300; for payment of items of \$300 or more, the President or Show Chair must co-sign the checks with the Show Treasurer.

**8.05. Books and Records.** In addition to the Treasurer's duties under Section 6.14 of these Bylaws, the Guild shall keep correct and complete 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. Based on these records, the Executive Board shall annually prepare or approve a report of the financial activity of the Guild for the preceding fiscal year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue and expenses and changes in fund balances, a statement of functional expenses and balance sheets for all funds. 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 three years after the closing of each fiscal year and shall be available to the public for inspection and copying

during normal business hours. The Guild may charge for the reasonable expense of preparing a copy of a record or report and shall also keep minutes of the proceedings of its Executive Board and committees having any of the authority of the Executive Board.

**8.06. Fiscal Year.** The fiscal year of the Guild shall be July 1 to June 30.

**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 the Bylaws of the Guild, 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.

#### ARTICLE IX. AMENDMENTS

**9.01. Amendments.** The power to alter, amend, or repeal these Bylaws shall be in accordance with the Texas Nonprofit Corporation Act, as currently in effect and as it may hereafter be amended, except that any change that removes from the members any power granted to them in these Bylaws must be approved by two-thirds of members constituting a quorum at a properly called corporate membership meeting. In addition, any changes made to these Bylaws must be made available to the membership within 30 days of being approved by the Board.

**9.02. Amendment Proposals by Members.** Any member may, at any time, submit to the Bylaws Committee a written proposal to amend these Bylaws.

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*These bylaws were approved by the CTQG Standing Committee on July 6, 1999, and by CTQG members on July 7, 1999.*

*April 2008 changes made: Increase checks needing two signatures from \$100 to \$300 for guild and show accounts; and changed election of officers corporate meeting month from March to April.*

*January 2010 changes made: 1) change in membership year and corresponding elections; 2) change to allow an Executive Board proxy to vote on old business; 3) clarifying approved signees on the guild financial accounts, and 4) to eliminate the Associate Membership level.*

## CHISHOLM TRAIL QUILT GUILD POLICIES AND PROCEDURES As of January 2011

### A. GENERAL

1. Sale of Merchandise.
  - a. Except as provided in 4.08 of the Bylaws of the Chisholm Trail Quilt Guild, no member may profit personally and directly from membership by soliciting or advertising the sale of merchandise at Guild meetings or Guild-sponsored activities.
  - b. Except as provided in 4.08 of the Bylaws of the Chisholm Trail Quilt Guild, members are prohibited from selling wares, hand crafted or other, at Guild meetings except at Executive Board-approved meetings and functions at which the opportunity to sell wares is open to all members. Raffle quilt tickets shall not be considered "wares" and their sale shall be governed by the practice outlined in these Policies and Procedures.
  - c. Members may purchase advertising to sell quilt-related goods and/or services in the Guild newsletter or group e-mail.
2. Raffle Quilts. Raffle quilts may be displayed and/or ticket sales for raffle quilts announced at monthly Guild meetings with prior approval of the President. This approval will generally not be given to other fundraisers while the Guild is selling tickets for its raffle quilt. Tickets may be sold only before and after the meeting.
3. Copyright Rules. The Guild reminds its membership that the Guild supports compliance with copyright law. Members shall not engage in any practices that deprive professionals in the fields of quilting and textile arts (teachers, designers, authors and so forth) of income due them for their professional efforts. This shall include, but not be limited to, violations of copyright of teachers' original patterns, class handouts and curriculum, and the teaching of a class by a teacher other than the teacher who developed the class, without the express written permission of the class developer.
4. Death of a Member. Upon the death of a Guild member, the Guild shall purchase a book and place it in the library as a memorial. The Guild shall send a card of sympathy to the family.
5. Newsletter Articles. All members, especially officers and committee members, are encouraged to submit articles for the newsletter to communicate with the membership. The deadline for publication is midnight of the 3<sup>rd</sup> Friday of each month.
6. Roster. The Guild's membership roster may neither be lent to, nor sold to, nor used by any other organization.
7. Hostess. Any member who hosts an out-of-town speaker for one or two nights of lodging may attend one workshop at Guild expense within one year of hosting the speaker. Any member who hosts an out-of-town speaker for three or four nights of lodging may attend two workshops at Guild expense within one year of hosting the speaker. Although the host must follow regular workshop registration procedure, as outlined in the newsletter and described in Section G. 1, the host's place in the chosen workshop(s) is guaranteed.
8. Standards of Workmanship. The following guidelines establish standards of workmanship for accepting sales either from vendors or from Guild members, for the quilt show and other events.
  - a. Merchandise must be quilt-related and of good quality.
  - b. Merchandise must not by its nature violate standards that the Guild promotes, such as respect for and conservation of old quilts. Items made from cut-up old quilts do not conform to our purposes and therefore are not acceptable.
9. Multiple Offices. In the best interest of the Guild, no person shall hold more than one office, with the exception of serving on the Show Committee.
10. Parliamentary Authority. Roberts Rules of Order shall be the authority for all matters of procedure not specifically covered by the Articles of Incorporation, Bylaws or Policies & Procedures adopted by the Guild.

### B. DUES

1. Active Members. Annual dues for this membership level is \$30 per year.
2. Junior Members. Annual dues for this membership level (ages 13-18) is \$10 per year.

3. Honorary Members. This annual membership is provided at no charge.
4. Membership Year. The membership year runs from July 1 to June 30. Dues will be collected at the May and June meetings. Each year's Yearbook shall include all members of record on July 1 of that year.

### **C. RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP**

The rights and responsibilities of Guild membership include the following:

1. The right to cast a vote in:
  - a. The election of officers, with the exception of Associate and Honorary memberships;
  - b. The approval of the Guild budget; and
  - c. The amendment of Guild bylaws as they affect the rights of members;
2. A subscription to the newsletter;
3. Except for Junior members and Honorary members, the right to hold office in the Guild;
4. The right to attend corporate membership meetings;
5. The right to attend all scheduled program meetings and to participate in Guild activities on a priority basis and at membership rates;
6. The right to attend Executive Board meetings as a nonvoting member;
7. The right to continuing participation in Guild-sponsored quilting bees;
8. The right to use the Guild library;
9. The responsibility to assist at Guild meetings and functions;
10. The responsibility not to hinder the enjoyment of others by talking loudly among ourselves and by not bringing non-member children to meetings or workshops;
11. The right to receive a copy of the Guild Yearbook at the beginning of each Guild year; and
12. The right to a membership card.

### **D. MEMBERSHIP MEETINGS**

1. General Information. Guild meetings are held on the first Tuesday of the month, unless the Executive Board announces an alternate date. No smoking is allowed at Guild meetings.
2. Corporate Membership Meetings. There will generally be one official corporate membership meeting each year in June to elect officers and to approve the next year's budget. Additional meetings will be called as necessary as stipulated in the Bylaws (for example, if a vacancy in the Executive Board occurs). Corporate membership meetings will typically be held immediately prior to a scheduled program meeting.
3. Program Meetings. Regular program meetings shall be held monthly and announced to members in the Guild newsletter unless the Executive Board determines otherwise.
4. Visitors and Guests. Visitors are welcome to attend two program meetings. After that time they will be asked to become dues-paying members.
5. Membership Cards. As a courtesy to all, members shall wear their annual membership cards to all Guild meetings and functions.

### **E. LIBRARY**

1. Circulation. Only Guild members may check out items from the library. Library items may be checked out for one month, from one program meeting to the next. Library items may be renewed once for one month, in person or by phone. Books on the Librarian's "Reserve List" may not be renewed. At the Librarian's discretion, library items that are not highly circulated may be renewed more than one time.

2. Fines. The Librarian determines fines for overdue items. The Executive Board may decide to waive fines. If a member loses or damages a library item, the member must replace it immediately with the same item or one of equal value. (See *M. Officers, 8. Librarian*)

## F. ACTIVITIES

1. Member Participation. Participation in all Guild-sponsored activities shall be on a first-come, first-served basis. If openings are still available after the registration deadline for such activities, then vacancies may be filled by non-Guild members at a fee to be established by the Executive Board.
2. Payment. Each Guild-sponsored event shall be paid for by a separate check payable to the Guild.

## G. WORKSHOPS

1. Registration. Registration for Guild workshops is on a first-come, first-served basis once the registration is open. Members must complete a registration form, pay the fee and mail or deliver the form to the workshop coordinator by the announced deadline. If openings are available after the registration deadline for Guild members, then the openings may be filled by non-Guild attendees (otherwise eligible for membership) at a fee decided by the Executive Board. (See membership participation in Guild activities as described elsewhere in this document.) All workshop registration rules apply.
2. Confirmation and Waiting List. Confirmation of registration will be provided by the workshop coordinator by e-mail or other means. A waiting list will be maintained for workshops. If an opening becomes available, the next person on the waiting list will be notified. After the workshop, fees for those that were on the waiting list and did not attend will be refunded.
3. Cancellation. In the event a member or non-Guild attendee is unable to attend a workshop, the member or non-Guild attendee must notify the workshop coordinator as soon as possible. A member or non-Guild attendee may not substitute another person if there is a waiting list. The workshop coordinator will notify the next person on the waiting list. If the opening can be filled by someone on the waiting list, a refund will be issued to the member or non-Guild attendee.

In the event there is no waiting list, the member or the non-Guild attendee may find a substitute or forfeit the registration fee. If the substitute is a Guild member, the substitute must reimburse the original workshop fee directly to that member. If the substitute is a non-Guild member, the substitute must reimburse the original registrant's fee and must pay the difference in fee directly to the Guild. The workshop coordinator must be notified of the replacement.

4. General Rules.
  - a. No smoking is allowed in workshops.
  - b. Only registered attendees may attend workshops. (No unregistered minors may attend.)
5. Funding.
  - a. Ideally, income from workshops should break even with expenses. If a workshop is not completely paid for by those in attendance, extra funds come from the CTQG program budget.
  - b. If a workshop has enough attendees to pay the expenses of the event and have funds in addition to these expenses, the additional funds should be allocated to the Programs budget for that fiscal year.

## H. RETREATS

1. Registration. Registration for retreats is on a first-come, first-served basis once the registration is open. Members must complete a registration form, pay the fee and mail or deliver the form to the retreat coordinator by the announced deadline. If openings are available after the registration deadline for Guild members, then the openings may be filled by non-Guild attendees (otherwise eligible for membership) at a fee decided by the Executive Board. (See membership participation in Guild activities as described elsewhere in this document.) All retreat registration rules apply.
2. Confirmation and Waiting List. Confirmation of registration will be provided by the retreat coordinator by e-mail or other means. A waiting list will be maintained for retreats. If an opening becomes available, the next person on the waiting list will be notified. After the retreat, fees for those that were on the waiting list and did not attend will be refunded.

3. Cancellation. In the event a member or non-Guild attendee is unable to attend a retreat, the member or non-Guild attendee must notify the retreat coordinator as soon as possible. A member or non-Guild attendee may not substitute another person if there is a waiting list. The retreat coordinator will notify the next person on the waiting list. If the opening can be filled by someone on the waiting list, a refund will be issued to the member or non-Guild attendee.

In the event there is no waiting list, the member or the non-Guild attendee may find a substitute or forfeit the registration fee. If the substitute is a Guild member, the substitute must reimburse the original fee directly to that member. If the substitute is a non-Guild member, the substitute must reimburse the original registrant's fee and must pay the difference in fee directly to the Guild. The retreat coordinator must be notified of the replacement.

4. General Rules.
  - a. The smoking policy is determined by the owner of the retreat facility.
  - b. Only registered attendees may attend retreats. (No unregistered minors may attend.)
5. Funding.
  - a. Ideally, income from retreats should break even with expenses. If a retreat is not completely paid for by those in attendance, each attendee will be assessed.
  - b. Excess funds stay in the retreat bank account.

#### **I. BIENNIEL QUILT SHOW**

1. Date and Purpose. The Guild may host a juried biennial quilt show in odd-numbered years to showcase the artistry of Guild members and to raise operating funds.
2. Show Leadership. If the Executive Board chooses to sponsor a show:
  - a. The Executive Board shall appoint a Show Chair not later than 18 months before the expected date of the show.
  - b. The Show Chair shall appoint a Show Treasurer no later than 9 months in advance of the scheduled show.
  - c. Each of these show leadership positions will be held by a separate person.
3. Raffle Quilt. A quilt made by Guild members may be offered for a fund-raising raffle.
4. Logistics. The date and location of the Guild show will be agreed upon between the Show Chair(s) and the Executive Board.
5. Arrangements. Arrangements for judges, ribbons, vendors, raffle quilt, silent auction, boutique and volunteers shall be coordinated by the Show Chair(s). The Show Chair(s) may establish any committees needed to support a successful Guild show.
6. Show Entries and Awards. Eligible participants, show categories, number of allowable entries and entry fees will be proposed by the Show Chair(s) to the Executive Board for their approval and adoption at least 12 months in advance of the scheduled show.
7. Budget. The budget for the show with detailed line-items will be proposed by the Show Chair(s) to the Executive Board for their approval and adoption at least 15 months in advance of the scheduled show.
8. Final Report. Aggregate financial information regarding revenues, expenses and income from the Show shall be reported to the Guild within three months of the show.

#### **J. BEES**

1. Purpose. The purpose of the Bees is to provide fellowship, fun, sharing and support of fellow quilters; and to provide support for the Guild on membership-approved events, projects and activities.
2. Guidelines/Requirements. All Bees shall be composed only of members of the Guild. Bee membership is optional for any Guild member. Bees have the option of limiting the number of members according to space available at the meeting location. Members may participate in any open Bee of their choice. Bees shall keep a record of any special activities in which they engage and report such activities, with any published

accounts, to the Historian for inclusion in the Guild scrapbook and Guild history/resume. No Bee may obligate the Guild in any way or use the Guild's name in any activity not approved by the Executive Board. No Bee may establish a separate bank account or engage in a separate fund-raising activity for its own purposes.

3. Beekeeper. Each Bee shall select its own Beekeeper. The election shall be during the month of February, to be effective April 1. The Beekeeper shall serve for one year, but no more than two years consecutively. The duty of the Beekeeper is to facilitate smooth operation of the Bee and to take care of administrative details such as time and locations for meetings. The Beekeeper shall keep members informed of Guild activities; shall inform the Bee Coordinator of special activities and service projects; and shall cooperate with the Bee Coordinator in any areas of Bee operation.
4. Bee Workshops. Guild members who conduct mini-workshops at Bees may be paid by the members of the Bee.

## **K. GENERAL ACCOUNTING**

1. Authority to Commit Guild Funds (Both General and Show).
  - a. Guild Bylaws (5.06) specify that no member except the President may enter into contracts or commit Guild funds except as authorized by the Executive Board. This paragraph makes explicit how such authorization shall occur.
  - b. All written contracts must be signed by the President unless delegated to other members of the Executive Board (such as the First Vice President).
  - c. Officers and committee chairs are delegated the authority to commit Guild funds without further approval provided that all of the following conditions are met:
    - (1) The money being committed is available within the approved budget that has been allocated to said office or committee. The money is available provided that both of the following conditions hold:
      - (a) the amount of money about to be committed plus the money already spent under the budget is not greater than the amount in the approved budget, and
      - (b) further expenditures that are expected to occur throughout the remainder of the budget period will also be able to be paid without going over the allotted budget. In other words, this condition will not be deemed to be met for significant unexpected expenses even if they occur early in the budget period.
    - (2) The amount of money to be committed is less than \$300. Multiple commitments to the same organization within a single month must be viewed as one commitment for purposes of determining the dollar amount of the commitment.
    - (3) A written contract is not required.
  - d. If any of the conditions in the preceding paragraph is not met, then the Guild member making the commitment must obtain approval from the Guild President, or if she or he is unavailable, from the Guild Treasurer. This approval does not have to be in writing. If this approval is not obtained, the Guild member may be held personally responsible for the amount that has been committed.
2. Reimbursement Guidelines.
  - a. In order to be reimbursed for a budgeted purchase, a dated original receipt must be attached to a Request for Reimbursement or a Request for Check Form, approved and endorsed by the President or Treasurer (and/or Show Chair(s) if it is a Show item) and then submitted to the appropriate Treasurer on a monthly basis.
  - b. There will be no reimbursements without original dated receipts.
  - c. Members are encouraged to use the Texas State Sales Tax Exempt form when making purchases for the Guild. These forms are available from the Treasurer.
3. Report of Income Guidelines.
  - a. All reports of income must be presented to the appropriate Treasurer on the Report of Income form, including a listing of all checks received.
  - b. All monies received should be turned over to the appropriate Treasurer within a month of receipt.
4. Returned Checks. All writers of returned checks will be charged the bank's returned check charge fee.

5. Mileage Reimbursement. Teachers and speakers requesting mileage reimbursement will be paid according to the rates used by the IRS.

#### **L. ADVERTISING**

1. Businesses and members may purchase quilt related ads in the Guild's newsletter by contacting the current Newsletter Editor. Current rates (subject to change) are:
  - a. Business card display, \$5 per month, \$54 per year.
  - b. Quarter page display, \$10 per month, \$108 per year.
  - c. Half page display, \$20 per month, \$216 per year.
2. Internet ads are only available through the Guild's Yahoo Groups e-mail list. We do not include advertising on our website. All ads must be quilt related.
  - a. Ads are \$5 each, text only, maximum of 200 words, limited to once per month.
  - b. Contact the Guild's Newsletter Editor to place a Yahoo Groups ad.

#### **M. OFFICERS**

In addition to the duties prescribed by the Bylaws, the officers shall perform the duties described herein.

1. President.
  - a. Receive detailed written annual reports from all officers and committee chairs at the June Executive Board meeting and shall serve as an ex-officio member of all standing and ad hoc committees of the Guild, except the Nominating Committee.
  - b. Conduct a special orientation meeting for the incoming Executive Board and committee chairs concerning their responsibilities as board and committee members with respect to Guild Policies and Procedures and Bylaws, after the April Executive Board meeting (or as soon as convenient).
  - c. Maintain a written inventory of all Guild property, coordinate loans and returns of property and ensure that all materials are maintained in good condition.
  - d. Serve as an owner/moderator on the Guild's Yahoo Group. Monitor site to ensure participants follow guidelines for proper usage.
  - e. Recruit a Nominating Committee on a timely basis.
  - f. Maintain a file of current Bylaws, Policies and Procedures, and Show Rules in coordination with the Parliamentarian.
  - g. Appoint financial auditor(s) at the close of the fiscal year.
2. First Vice-President [Programs].
  - a. Arrange programs for the monthly meetings of the general membership.
  - b. Coordinate advance notice of such programs with the Newsletter Editor.
  - c. Solicit from the Executive Board and/or the general membership the preferred choice of workshop topics from program speakers.
  - d. Secure a location for general membership, Executive Board or special meetings.
  - e. Provide a three-month advance notice of workshops to the Newsletter Editor.
  - f. Submit messages as needed to Yahoo Group owner for distribution to members.
  - g. Arrange transportation and host lodging for program speakers, if necessary.
  - h. Work closely with the Assistant to the First Vice President (See N. Committees/Coordinators, 3. Assistant to the First Vice-President).
3. Second Vice-President [Membership].
  - a. Receive all dues and transfer those dues to the Treasurer for deposit.
  - b. Maintain up-to-date membership information, including names, addresses, phone numbers and other pertinent data in electronic format.
  - c. Furnish lists / electronic files of new members, as well as renewals and/or corrections to the roster, to the Newsletter Editor, Webmaster and Bee Coordinator each month.
  - d. Maintain an accounting of the number of persons present at Guild membership meetings.

- e. Keep an adequate stock of membership applications for distribution.
- f. Maintain a member interest file.
- g. Serves as moderator to the Guild's Yahoo Group. Responsible for inviting new Guild members to join the Yahoo Group.
- h. Membership Chair (Second Vice President) or her designee manages layout and production of the membership Yearbook. This includes compiling, proofing, printing and distribution of the Yearbook no later than September Guild meeting.

The Yearbook is to include, but not be limited to, a roster of Guild members; the currently-serving Executive Board; standing, appointed, and ad hoc committees; Beekeepers and Bees; a summary of the history of the Guild; a listing of all past president's names and years of service; copies of the current Bylaws, and Policies and Procedures. An annual list of the library holdings should be available for members that prefer a printed copy.

4. Recording Secretary.

- a. Attend Executive Board meetings and prepare written minutes of decisions and discussions.
- b. Send out most recent draft minutes to all Executive Board and committee members prior to next Executive Board meeting.
- c. If necessary, update draft minutes with any changes adopted at the subsequent Executive Board meeting.
- d. Provide the Newsletter Editor with an electronic copy of adopted minutes of all corporate membership, special and Executive Board meetings.
- e. Maintain meeting minutes archives and provide the President with a copy of each month's final minutes.

5. Corresponding Secretary.

- a. On behalf of the Guild, send an appropriate card in case of death or serious illness of a member or a member's immediate family.
- b. Collect mail at post office box and distribute correspondence as needed.

6. Treasurer.

- a. Maintain financial records of the Guild using electronic money management software such as Quicken.
- b. Receive and disburse Guild funds as appropriate to conduct Guild business.
- c. Prepare documents as needed to meet IRS and State of Texas sales tax requirements.
- d. Submit a monthly Treasurer's report in electronic form to the Newsletter Editor for publication.
- e. Submit a quarterly Balance Sheet and an Income Statement to the Executive Board.
- f. Be prepared for an annual audit within 3 months of the close of the fiscal year.
- g. Pay insurance premiums as they come due.
- h. File necessary documents with the Williamson County Clerk's Office as required (for example, the Assumed Name Certificate of Ownership for Unincorporated Businesses Form).

7. Bee Coordinator.

- a. Act as a liaison between Beekeepers, as well as members-at-large and the Executive Board, relaying pertinent information discussed at the Executive Board meetings to the Beekeepers and members at-large through the Newsletter or by other means as required.
- b. Report to the Executive Board on the service projects of the Bees and members-at-large.
- c. Work closely with the Second Vice-President to provide Bee membership information for the roster and to make the Bee activities and openings known to new members.
- d. Help to form new Bees and aid in the selection of Beekeepers for new Bees, either through election by the new Bee members or through the recruiting of a volunteer.
- e. Inform all Beekeepers of any Guild activities and coordinate any Bee-related activities.

8. Librarian.

- a. The Librarian shall maintain Guild-owned literature and materials, shall keep library materials organized in a usable system and shall make materials available to members at monthly general membership meetings unless the Executive Board approves closing the library for a specific meeting.

- b. The Librarian shall purchase supplies and publications and shall assess the fines for overdue items and the check out and renewal policies, subject to the approval of the Executive Board. Current library practices are described elsewhere in these Policies and Procedures.
  - c. The Librarian should be able to use word-processing software.
9. Newsletter Editor.
- a. Attend Executive Board and Guild meetings in order to keep up with Executive Board activities and decisions. The Newsletter Editor collects input from those officers and coordinators who need to communicate or report information to the members.
  - b. Content.
    - (1) The newsletter must include, but is not limited to, notification of general membership and Executive Board meetings, programs, workshops, membership roster revisions and additions, the minutes of corporate membership meetings and the current Treasurer's report.
    - (2) The issue that is distributed immediately prior to the June corporate membership meeting shall contain the slate of officers being proposed by the Nominating Committee.
    - (3) The issue that is distributed immediately prior to the June corporate membership meeting shall contain the line item Budget being proposed by the Executive Board.
  - c. Advertising. The Newsletter Editor or her designee
    - (1) Solicits quilt related ads for the newsletter, keeps accounting records and handles renewals of ads. Receives payment and gives deposit to the Guild Treasurer.
    - (2) Handles any e-mail ads that are processed through the Yahoo Group list.
    - (3) On a monthly basis, finalizes a list of ads, their sizes, any extra comments, and any new ads by the newsletter deadline.
  - d. Production. After midnight of the third Friday of the month begin production of the newsletter. Any page layout or word processor can be used. Keep the design simple and readable, and the file small. Produce a PDF file of the completed newsletter.
  - e. Electronic Distribution. Forward the newsletter PDF to:
    - (1) members who have requested electronic delivery; (e-mail only delivery of the Guild's newsletter is available as an option on membership renewal forms.)
    - (2) the Webmaster, for inclusion on the website; and
  - f. Mailing Coordination. The Newsletter Editor or her designee will:
    - (1) Print and copy sufficient copies from the PDF file for Guild members who request a printed copy, advertisers, and sister guilds.
    - (2) Print mailing labels.
    - (3) Affix labels, stamps, etc., to the newsletters and mail them in sufficient time to reach members before the next general membership meeting.
    - (4) Submit receipts for expenses (postage and copies) to the Treasurer.
  - g. Serve as an owner/moderator on the Guild's Yahoo Group. Monitor site to ensure participants follow guidelines for proper usage.
10. All Officers.
- a. At the end of their terms, all 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. Additional copies of these annual reports must be submitted to the President for inclusion in a permanent file.
  - b. Act in accordance with the guidance and direction of the Executive Board
  - c. May recruit Guild members as volunteers or assistants as needed.

## **N. COMMITTEES / COORDINATORS (Non-Voting Positions)**

### **1. Committees and Coordinators.**

- a. The Executive Board by resolution may create committees or coordinator positions as needed and that are in the best interests of the Guild.
- b. Term of Office. Each member of a committee shall continue as such until a successor is appointed and

qualified, unless the committee shall be sooner terminated, or unless such member be removed from such committee. Any member of any committee or coordinator position may be removed by the person or persons authorized to appoint such member, whenever in their judgment the best interest of the Guild shall be served by such removal.

- c. The Parliamentarian shall attend Executive Board meetings; other committee chairs and/or coordinators may be added as the need arises and does not have to be listed in these policies.

2. General Duties.

- a. Maintain all property and equipment of their office in good condition (including the administrative notebooks), turning over all materials of the office to their successors and furnish any records required.
- b. Be listed in the newsletter along with elected officers.
- c. May recruit Guild members as volunteers or assistants as needed.
- d. Prepare at the end of their terms, detailed reports of activities and duties summarizing their term in office, including all records, correspondence, inventory, suggestions, or recommendations to aid their successors. File these reports in their administrative notebooks, submitting additional copies of the annual reports to the President for inclusion in a permanent file.
- e. 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.
- f. Perform other duties as outlined in Guild Policies and Procedures.
- g. Act in accordance with the guidance and direction of the Executive Board.

3. Assistant to the First Vice President.

- a. Works with First Vice President.
- b. Must attend each workshop as a non-participant of said workshop.
- c. Assist instructor in anyway needed.
- d. Assure that room is left clean and in good order at end of class time.
- e. Arrange, at the workshop location, for the appropriate equipment and amenities to be provided for the workshop and properly secured following the workshop, in accord with the terms of the lease for the meeting room.
- f. Stay within the time parameters of room rental.

4. Show Chair.

- a. The Show Chair shall be responsible for managing the Show and shall make sure that all Guild Bylaws and Policies and Procedures are followed.
- b. The Show Chair shall appoint a Show Committee which shall include a Show Treasurer.
- c. The Show Chair shall prepare a budget and submit this to the Executive Board for approval 15 months prior to the date of the show.
- d. The Show Chair shall prepare the Show Rules, which shall include a list of the categories and awards offered and submit this for approval to the Executive Board.
- e. The Show Chair shall report monthly to the Executive Board.
- f. The Show Chair shall prepare and submit to the Executive Board a final report, including a financial statement of receipts and disbursements, no later than three months after the close of the show.

5. Show Treasurer.

- a. The Show Treasurer shall maintain a Show Account in the same bank as that which holds the Guild's operating account. The signatories to this account shall include the Show Chair(s), the Show Treasurer and the President. The Show Treasurer shall have the authority to sign checks in the amount of \$300 or less for payment of approved budget items. For payments in excess of \$300, the check must be cosigned by the Show Chair and President. All requests for checks and reimbursements must be accompanied by the appropriate receipts.
- b. The Show Treasurer shall maintain records using electronic financial management software.
- c. The Show Treasurer shall prepare a monthly financial report for the Show Chair.
- d. The duties of the Show Treasurer shall begin Jan. 1 of the year in which the show is scheduled and end following the submission of the final financial statements for the show.

- e. The Show Account records shall be submitted for audit within three months of the close of the show.
6. Historian.
  - a. Maintain a record of Guild activities to include photos, newspaper and magazine articles, programs, correspondence, assorted memorabilia and Guild newsletters in a scrapbook to chronicle a history of the Guild.
  - b. Update the history/resume of the Guild annually by including the previous year's activities and community service projects.
  - c. Maintain a list of past and current presidents and terms served.
7. Hospitality.
  - a. Assist the Second Vice-President at general membership meetings by greeting members and visitors. Have the visitors sign their name on a sheet and give them a "special" nametag so all will recognize them and greet them.
  - b. Be responsible for such housekeeping details as may be required at meeting places.
  - c. Be responsible for providing a small token of remembrance and appreciation to the outgoing President, funds for which shall be included as a separate line item in the Guild budget.
  - d. Coordinate with Program Chair for food and decorations at all-day programs (e.g. sew-ins and holiday party).
  - e. Form a committee to do some "fun activities" at Guild meetings, time permitting, such as fat quarter exchange, different ways to award door prizes, etc.
  - f. Coordinate activities with President so as to meet Guild meeting timelines.
8. Parliamentarian.
  - a. Must have a working knowledge of *Robert's Rules of Order, Newly Revised*.
  - b. Must attend all corporate membership and Executive Board meetings in order to advise the President, officers and committee chairs on points of order and proper procedure.
  - c. Assist the Recording Secretary in counting votes for any contested position in a general election.
  - d. Maintain and update the Bylaws and Policies & Procedures of the Guild in coordination with the President.
9. Retreat Coordinator.
  - a. Arrange date and place and determine cost per person.
  - b. Take registrations, collect money and maintain retreat bank account.
  - c. Plan and coordinate retreat activities.
  - d. Contact area and national vendors for possible retreat donations.
  - e. Make / arrange for necessary payments.
  - f. Thank donors.
  - g. Compile a financial report for the Executive Board within 60 days of retreat date.
  - h. Update Guild notebook of retreat records.
10. Webmaster.
  - a. Maintain a website providing Guild information for members to include the calendar of upcoming activities, information about upcoming programs and workshops, recent newsletters, Guild contact information, library catalog, upcoming show information (as available), Bylaws, Policies and Procedures and advertising as appropriate.
  - b. Serves as moderator on the Guild's Yahoo Group.
  - c. Process e-mail advertising (*see L. Advertising*) and other uses of the Yahoo Group list.
  - d. Arranges for emergency backup information about website access and passwords to be kept by the President or her designee.
11. Loose Threads.

- a. Maintain inventory of saleable items leftover from the Guild's show and other activities, and make them available to Guild members at Guild meetings. Include Guild membership pins and other advertising specialty items.
- b. The Guild may choose to rent an off-site storage unit to manage inventory for Guild and /or show supplies.
- c. Store may be activated / deactivated by the Executive Board as needed.

12. Nominating.

- a. 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 incumbent of that position.
- b. Responsibilities: Publish a slate of nominees for Executive Board and committee positions in the June newsletter and present that slate at the corporate membership meeting.
- c. Provide the Executive Board, by its May meeting, a list of recommendations for all committee and coordinator positions, except Nominating.

13. Service Project Coordinators

- a. Coordinate Guild donations and service project activities.
- b. Provide ideas, motivation and feedback to members about the Guild's donations.
- c. Organize an annual activity that supports the service project(s), coordinating with Hospitality and Programs Chair.
- d. Representative will attend a minimum of two Executive Board meetings per year to keep board abreast of fund usage, problems, help needed as well as progress of charity activities.

**O. SPECIAL REQUESTS**

1. The Guild shall consider participation only in projects and events sponsored by those organizations whose goals and purposes closely parallel our own. The Guild will not lend its name or its support to any organization whose nature is primarily political, religious or moral, no matter how admirable that organization's goals and/or purposes may be. Staffing special events shall be coordinated by the First Vice-President as described elsewhere in these Policies and Procedures.
2. Neither individual Guild members nor Bees may represent the Guild in projects or events, or accept commitments on behalf of the Guild without the approval of the Executive Board. The Bee Coordinator shall report to the Executive Board on the service projects of the Bees and members at-large.

**P. AMENDMENTS AND PUBLICATION**

The Executive Board shall have the power to alter, amend, or repeal these Policies and Procedures and shall be required to consider all proposals regarding this document.

**Q. DISSOLUTION OF CHISHOLM TRAIL QUILT GUILD**

1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
2. In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943 (c). (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

*end –Modified April 2010 update the dues policies. Modified June 2010 to allow separate annual printing of library listings. Modified January 2011 to delineate retreat policies. Modified February 2011 to clarify retreat policies.*