

Clark County Quilters Constitution and Bylaws

Revised October 2017

This Constitution and Bylaws shall be reviewed bi-annually in the fall in odd numbered years. The ad hoc committee appointed by the President will recommend any changes to the Executive Board. It will be the judgment of the board whether to place an amendment before the guild. All changes made to the Constitution and Bylaws must be approved by the membership at a regular general meeting. Additionally, amendments may be proposed at any time by any member in writing to the Executive Board. Current Constitution and Bylaws will be included in the membership directory.

Article I – Name

The name of this guild shall be Clark County Quilters, a non-profit corporation under the laws of the State of Washington.

Article II – Purpose

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III – Non-Profit

This guild shall not be for profit and no part of its assets shall benefit any individual member but shall be used exclusively for the purposes of the guild.

Article IV – Membership

Those persons promoting the purpose of Clark County Quilters shall be eligible for membership. Paid membership entitles each member one vote with respect to matters brought before membership at a general or annual meeting. Members must be present to vote. Only members in good standing (i.e. current paid membership) can serve on the Executive Board, and receive the benefits of membership.

Article V – Dues

Dues are payable by June 30th for the following guild year to ensure inclusion in the membership directory. Dues amount to be determined by the CCQ membership. No prorating of dues paid after the June meeting.

Article VI – The Executive Board

The Executive Board shall consist of all elected officers and appointed chairpersons of all standing committees. The officers shall be elected for a one-year term and shall serve no more than two consecutive terms in the same office without board approval. No member may hold more than one position on the current Executive Board when both positions handle money.

1. All matters brought before the board shall be decided by a majority vote of the elected officers and appointed chairpersons of all standing committees.
2. The board may consider all matters of concern and present their recommendations to the guild.
3. Any officer appointed by the President to fill a vacated position shall assume responsibility after approval by a majority vote of the Executive Board and fulfill the duration of that term, and shall be eligible to serve two full elected terms.
4. All Executive Board members shall transfer all records of their office or committee by June 30th.
5. Executive Board members are responsible for submitting pertinent information to the Newsletter Editor by the monthly deadline.

Article VII – Elected Officers and Their Duties

The elected officers of the guild consist of President, President-Elect, Secretary and Treasurer.

1. The President shall:

- a. Preside over meetings of the organization and represent the guild when needed.
- b. See that orders and resolutions of the Executive Board are carried out and communicated to the membership.
- c. Be an ex-officio member of all committees except the nominating committee.

- d. Be a non-voting member at the meetings except to cast the deciding vote in case of a tie.
- e. Appoint a replacement for any vacated elected position to serve the remainder of that year.
- f. Appoint all non-elected positions.
- g. Be authorized to sign checks.
- h. Have the authority to sign all necessary contracts and legal documents pertaining to guild business and forward such signed documents to the Treasurer.

2. The President-Elect shall:

- a. Preside over meetings in the absence of, or at the request of, the President.
- b. Assume the office of President in the event the President is unable to fulfill a full term.
- c. Be authorized to sign checks in the absence of the President.
- d. Be responsible for setting dates and places for the general meetings and be authorized to sign related contracts.
- e. Ensure that the Constitution and Bylaws are observed and acted upon appropriately.

3. The Secretary shall:

- a. Record the minutes of all board and general meetings.
- b. Be responsible for, and maintain record of, the correspondence of the guild, except for that initiated by duly appointed committee chairs.
- c. Post minutes of board meeting at general meetings.
- d. Keep a copy of the Constitution, Bylaws and Policies and Procedures and have them available at all meetings.

4. The Treasurer shall

- a. Receive and deposit all moneys in a board approved bank or banks.
- b. Sign all checks.
- c. Keep full and accurate accounts of the receipts and distribution of guild's money and present a monthly income and expense statement and balance sheet to the Executive Board. Publish the financial statement in the February newsletter.
- d. Post a summary of monthly income and expense statement and balance sheet at all general meetings.
- e. Renew all licenses, permits, etc. for the guild.
- f. Oversee preparation and filing of all necessary reports and statements with governmental authorities.
- g. File taxes with the IRS before Nov 15th deadline.
- h. Submit a draft budget from the budget committee to the Executive Board at the August meeting.
- i. Submit the board approved budget for the new guild year to the Newsletter Editor for printing in the newsletter prior to the September meeting.
- j. Be an ex-officio member of every committee charged with receiving or paying of moneys in connection with the affairs of the guild.

Article VIII – Meetings

There shall be one regular meeting per month from September through May, weather permitting. The annual general meeting of the members shall be held the second Thursday of June of each year for the purpose of electing officers and transacting such other business as may properly come before the membership. If the annual meeting is not held on the date designated therefore, the board shall cause the meeting to be held as soon thereafter as may be convenient.

Article IX – Elections

1. The Nominating committee shall consist of the President-Elect and four members, which the president-elect has selected by the March meeting. This committee shall prepare a slate of officers for election at the June meeting. Nominations shall also be in order from the floor.
2. If there is not more than one candidate for each office, it will be in order to move that the Secretary cast a unanimous ballot of election of the guild's officers.
3. The term of office for all elected officers shall be one year, starting at the conclusion of the June meeting. The exceptions shall be the office of Treasurer where the incumbent and the incoming Treasurer shall share the office until August 1.

Article X - Meeting Quorum

At any regularly scheduled board or general meeting, those present constitute a quorum.

Article XI - Parliamentary Authority

Robert's Rules of Order Revised shall be the authority and govern this guild in the business procedures on all points not covered in the bylaws.

Article XII – Amendments

To amend the Constitution and Bylaws, a quorum, being one-fourth of the regular membership, must be present. An affirmative vote by 2/3 of the quorum shall be necessary to amend any article. A proposed change must be submitted in writing at the previous general meeting and be included as part of the newsletter prior to the date on which the vote is taken.

Article XIII – Dissolution

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 a court of competent jurisdiction in 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.