

# The Quilters of the Nature Coast

## *Bylaws*

**Adopted by the General Membership on July 29, 2011**  
**Amended by the General Membership on March 14, 2013**  
**Amended by the General Membership on June 12, 2014**  
**Amended by the General Membership on October 11, 2018**

# **THE QUILTERS OF THE NATURE COAST, INC.**

## **BY-LAWS**

### **ARTICLE I**

#### **Name**

The name of this Guild shall be "The Quilters of the Nature Coast, Inc."

### **ARTICLE II**

#### **Purposes**

The purposes of this Guild shall be:

1. To foster a better understanding of the art of quilting to the community.
2. To provide educational opportunities for members through classes, workshops and programs.
3. To speak for and further the interests of quilters, and
4. To donate needed monetary and in-kind contributions to organizations and individuals as those needs arise.

### **ARTICLE III**

#### **Membership**

Membership in the Guild shall comply with the following provisions:

1. Upon payment of dues, completing a Request for Membership Form, and by subscribing to these by-laws, membership shall be open to any individual regardless of race, creed, religion, national origin or sexual orientation. These shall be the only requirements for membership.
2. Membership shall be of two (2) types: active and honorary.
  - a. Active Membership. These are members who have paid their annual dues.
  - b. Honorary Membership. The President, with the approval of the Executive Board, may declare individuals to be honorary members. Honorary Members are exempt from the payment of annual dues.

3. The initial amount of annual dues shall be \$20.00. This amount may be increased or decreased from time to time without amendment to these by-laws, provided the increase or decrease is approved by a two-thirds majority of a quorum at the Annual General Membership Meeting in January and that the information is provided to all members via email or the United States Postal Service (to those members without email).
4. Active members in good standing (i.e. not in arrears in the payment of annual dues or any other financial obligation to the Guild, or not under any form of disciplinary action) are entitled to all the privileges of membership as they are made available, and may speak about, make motions and vote on all items put to vote at all general membership meetings. Honorary members are entitled to all privileges of membership as they are made available.
5. Any member who is deemed to be disruptive at any meeting at the determination of the President or other presiding officer, shall be warned by the presiding officer that any further disruptive action will result in that member's ejection from the meeting. If there is any further disruption by the member, the presiding officer shall eject the member from the meeting. Further disciplinary action (e.g. removal from the membership rolls) may be prescribed by the Executive Board. In the case of any disciplinary action, there will be no refund of any annual dues paid.
6. Any member may resign from the Guild at any time by submitting his/her resignation in writing to the Secretary. The resignation will be acted upon at the next meeting of the Executive Board. In the event of a member's resignation, there will be no refund of any annual dues paid.

#### **ARTICLE IV**

##### **Officers**

1. The Officers of the Guild shall be the President, the Vice President, the Secretary, the Treasurer. The following paragraphs provide for the duties, responsibilities of the officers of the Guild and any restrictions placed upon them:
  - a. President. The President shall preside at all membership meetings; by virtue of his/her office, chair the Executive Board, be one of the officers who may sign checks or drafts of the Guild; and have such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Guild, these by-laws or other directives of the Guild. Except in the case of the first President of the Guild, the President must have been a member of the Guild for a period of one (1) year prior to assuming office.
  - b. Vice President. The Vice President shall, in the event of the absence of the President or the inability of the President to perform the duties of his or her office become acting President of the Guild with all the rights, privileges, powers, responsibilities and duties as if he or she had been duly elected to the office, and have such other

- duties applicable to the office as prescribed by the parliamentary authority adopted by the Guild, these by-laws or other directive of the Guild.
- c. Secretary. The Secretary shall keep the minutes and records of the Guild; file any certificates required by any Federal or state statutes; be the official custodian of the records and the seal of the organization; and have such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Guild, these by-laws or other directives of the Guild.
  - d. Treasurer. The Treasurer shall have the care and custody of all monies belonging to the Guild; shall render at stated periods, as determined by the Executive Board, a written account of the finances of the Guild; shall physically affix this report to the minutes of the Executive Board of such meeting; be one of the officers who may sign checks or drafts of the Guild; and have such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Guild, these by-laws or other directive of the Guild. The Treasurer shall provide receipts, for any monies received, when so indicated. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks upon it.
2. Officers shall hold their offices for a period of two (2) years or until their successors are elected. An Officer who has served more than half a term shall be considered to have served a full term in that office.
  3. Officers of the Guild shall bear a fiduciary responsibility to the Guild to conduct the Guild's business in a manner that will not compromise the Guild's professionalism or financial integrity.
  4. Each officer of the Guild, upon leaving office, will provide any and all necessary assistance to his or her replacement in order to ensure a seamless transition of duties.
  5. No officer, for reason of his or her office, shall be entitled to any salary or compensation of any sort.
  6. Method of Nominating Officers. The Executive Board shall select a Nominating Committee consisting of three (3) members in good standing in September of each year. This committee shall nominate candidates for each office to be filled during the next election cycle. The chair of this committee shall present the nominees chosen by the committee at the following October General Membership Meeting.
  7. The annual election of officers shall take place at the November General Membership Meeting of each odd-numbered year for the offices of President and Secretary, and in each even-numbered year for the offices of Vice President and Treasurer. Nominations may be made from the floor. Elections of officers shall be conducted by secret ballot. In the event of only one nominee, election by acclamation may be made.
  8. Newly elected officers shall be installed at the January General Membership Meeting following their election in November.
  9. If a vacancy occurs in the office of President, the Vice President shall assume that office and shall appoint another member to fill the office of Vice President. If a vacancy occurs in any other office, the President shall appoint another member to fill that office. The newly appointed officer shall assume that office immediately.

10. If any officer fails to attend four (4) consecutive Executive Board meetings, that office will be considered to be vacated unless previously approved by the Board.
11. An officer may be removed from his or her position for any reason upon a recommendation of resolution by two-thirds of the other officers to the general membership. That resolution must be presented to the membership at the following General Membership Meeting and be approved by two-thirds of those attending the meeting provided a quorum is present to be effective.
12. In the event a special election is required, it shall be called by the presiding officer for the next General Membership Meeting to fill any office that has been vacated and that is unable to be filled by the procedures specified in these by-laws. In this case nominations may be provided by the Executive Board and/or nominations from the floor.

## **ARTICLE V**

### **Meetings**

Meetings requirements are specified as follows:

1. General Membership Meetings shall be held monthly and shall be scheduled as regularly as possible on a date and time and at a place to be determined by the Executive Board. In extraordinary circumstances General Membership Meetings may be rescheduled by the President. The Secretary shall provide notice to all members of rescheduled meetings via email or the United States Postal Service for members without email.
2. The Annual Membership Meeting shall be held in conjunction with the January General Membership Meeting.
3. The Executive Board shall meet once a month, approximately one week prior to that month's General Membership Meeting in order to set the agenda for the next General Membership Meeting. This meeting shall be scheduled by the President in conjunction with the other members of the Executive Board.
4. A quorum for conducting business at any meeting shall be 30% of the number of the Guild members eligible to vote at that meeting.
5. Unless otherwise specified in these by-laws, passage of any resolution shall be by a simple majority of those members present.

## **ARTICLE VI**

### **Executive Board**

The business of this Guild shall be conducted by an Executive Board consisting of the President, the Vice President, the Secretary and the Treasurer.

**ARTICLE VII**  
**Committees**

1. Standing Committees. The chairs and members of Standing Committees shall be appointed by the President with approval of the Executive Board and shall serve for a term of one year unless sooner terminated by action of the Executive Board. Incumbents may be reappointed by the President. It may become necessary for these standing committees to have subcommittees. Subcommittees that are necessary to the proper functioning of the Guild will be established in the Guild's *Policies and Procedures Manual*. The standing committees are as follows:
  - a. Membership
  - b. Ways and Means
  - c. Programs
  - d. Webmaster
  - e. Parliamentarian
  - f. Charity Outreach/Quilts of Valor
  - g. Quilting Academy/Block of Month
  - h. Sunshine Coordinator
  - i. Special Events
  - j. Historian
  
2. Ad Hoc Committees. The President shall appoint special Ad Hoc committees as the need arises to carry out necessary functions and duties that have not been specifically provided for in these by-laws. These committees will be limited in scope to the performance of a specific task and will be disbanded upon completion of that task.

**ARTICLE VIII**  
**Dissolution**

Upon dissolution all funds remaining after the payments of debts shall be distributed to Hernando County charities selected by the remaining general membership. No member may benefit from any remaining funds.

**ARTICLE IX**  
**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Guild may adopt.

**ARTICLE X**  
**Amendments**

These by-laws may be amended at any General Membership Meeting of the Guild, or at a special meeting called specifically for that purpose, by a two-thirds vote of those present, provided that the amendment has been submitted in writing at the previous General Membership Meeting. An amendment so approved shall be effective immediately.