

BY-LAWS OF  
SMOKY MOUNTAIN QUILTERS GUILD, INC.  
June 2009

ARTICLE I  
OFFICES

Section 1. Principal Office. The principal office of this non-profit corporation shall be located at Box 1381, Franklin, NC, 28744.

Section 2. Registered Office. The registered office of the Guild, which by law is required to be within the State of North Carolina, shall be located at 1361 Coweeta Lab Rd. Franklin, NC, 28734.

ARTICLE II  
PURPOSES OF GUILD

The purposes for which the Guild is organized are to engage in any lawful act or activity for which non-profit organizations may be organized under the laws of the State of North Carolina and the United States and to possess all powers necessary or convenient to effect any of all of the purposes for which the Guild is organized, including, but not limited to:

- A. To stimulate an intelligent interest in the art of quilting in the community, and to provide opportunities for the exchange of ideas, instruction, and presentation of pertinent information related thereto among the members of the Guild.
- B. To acquire, lease, build, and otherwise deal with real property and buildings in furtherance of the purposes set forth in sub-paragraph C below.
- C. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, or educational purposes (in accordance with Section 501(c)(3) guidelines).
- D. To undertake any other legal activities that are not inconsistent with the Guild's purposes as set forth hereinabove, and which are not

inconsistent with the exempt purposes of organizations as set forth hereinbelow.

The forgoing clauses shall be construed both as objects and powers. The foregoing enumeration of specific powers shall not be deemed to limit or restrain in any manner the general powers of the Guild and the enjoyment and exercise thereof as conferred by the laws of the State of North Carolina, now or hereinafter in effect.

Notwithstanding anything herein to the contrary, the Guild shall exercise only such powers as are in furtherance of exempt purposes of organizations set forth in Section 501 (c)(3) and (6) of the Internal Revenue Code and its regulations as the same not exists, or as may hereafter be amended from time to time.

### ARTICLE III MEMBERS

Section 1. Limitations and Requirements. Any natural person may be a member of the Guild. Members of the Guild shall be divided into two categories: “dues paying” members and “non dues paying” members. Dues paying members shall be those members who have paid their annual membership dues as established by the members. Non dues paying members shall be those members whose dues are waived according to other provisions of these By-Laws. (See Article X, Section 2)

Section 2. Voting Rights. All members shall be entitled to one vote on each matter submitted to a vote of the members.

Section. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 4. Transfer of Membership. Membership in the Guild is not transferable or assignable.

### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held on the 2<sup>nd</sup> and 3<sup>rd</sup> Mondays of April each year. If the annual meeting of members is not held at the appointed time, the Board of Directors

shall establish the time for the annual meeting of the members as soon as possible thereafter.

Section 2. Regular Meetings. Regular meetings of the Guild members shall be held on the second Monday of each month beginning at 9:30 o'clock A. M. and on the third Monday of each month beginning at 6:30 o'clock P.M. with the said meetings to be held at First Presbyterian Church, Tartan Hall, Franklin, North Carolina 28734. A different date and a different time for meetings may be established by the Board if Directors if it is impractical to meet on the specified regular meeting days. Notice of a regular meeting shall be given by any means that is fair and reasonable. Such notice may be given by any usual means of communication including first class mail, electronic mail, telephone, or personal delivery of notice, any of which will be deemed fair and reasonable notice pursuant to these By-laws unless otherwise provided by law. If an action of the members is to be taken on any matter or matters, the notice shall specify the matter or matters on which such action is to be taken.

Section 3. Special Meetings. Special meetings of the members may be called by or at the request of the President, any two (2) directors, or not less than one-tenth (1/10<sup>th</sup>) of the members.

Section 4. Place of Meetings. All meetings of the members shall be held at such place as may be designated from time to time by the Board of Directors, as may be designated in the Notice of Meeting, or as designated in these By-Laws.

Section 5. Notice of Annual and Special Meetings. Written or printed notice stating the place, day, and hour of any annual or special meeting shall be delivered, either personally or by mail, to each member, not fewer than ten (10), nor more than forty-five days before the date of such meeting. For annual or special meetings, or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at her address as it appears on the Guild's current list of members, with postage thereon prepaid. In the case of members who are residents of the same household and who have the same address, the corporation may mail a single notice to such members jointly.

Section 6. Quorum. One-quarter (1/4) of the members shall constitute a quorum at such meetings. If a quorum is not present at any meetings of members, a majority of the members present may adjourn the meetings from

time to time without further notice.

## ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or these By-Laws, all of the powers of the Guild shall be vested in the Board of Directors with the advice and consent of the Executive Board. (See Article VIII)

Section 2. Number, Term of Office and Qualifications. The number of directors constituting the Board of Directors shall be five (5). Only members may be a Director. Directors shall serve two (2) year terms, or until their successors shall be elected and shall qualify.

Section 3. Election of Directors. All Directors shall be elected and take office at the annual meeting of the members at which they are elected.

Section 4. Removal of Directors. Any individual Director may be removed from office at any time, with or without cause, by a vote of at least two-thirds (2/3) of the members present at a special meeting of the members called for that purpose.

Section 5. Vacancies. Any vacancy on the Board of Directors caused by any matter other than the expiration of the terms of the Directors shall be filled at a special meeting of the Board of Directors called for that purpose. Such special meeting may coincide with any regular meeting of the Board of Directors. A Director chosen to fill a vacancy shall hold office until the next annual meeting of the members. In the event of a resignation of a Director to take effect at a future date, the Board of Directors may choose a successor to such Director to take office as of the effective date of the resignation and for the same term as set forth above.

Section 6. Quorum. A majority of the number of Directors fixed by these By-Laws as the number of Directors of the Guild shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors, except in those cases where the vote of a greater number of Directors is required by these By-Laws or by law.

Section 7. Manner of Acting. Except as otherwise expressly provided in these By-Laws, the act of a majority of the Directors present at a meeting at which a Quorum is present shall be the act of the Board of Directors.

Section 8. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless her contrary vote is recorded or her dissent is otherwise entered in the minutes of the meeting or unless she shall file her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Guild immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Informal Action by Directors. Action taken by two-thirds of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by the Directors taking such action and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 10. Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary of the Guild. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time such resignation is received by the President or Secretary of the Guild unless it shall be necessary to accept such resignation before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors. Unless otherwise specified therein, the acceptance of any such resignation will not be necessary to make it effective.

Section 11. Presiding Officer. The Presiding Officer at the meetings of the Board of Directors shall be the President of the Guild.

Section 12. Secretary of the Board. The Secretary to the Board of Directors shall be the Secretary of the Guild. The Secretary shall perform all secretarial duties at all meetings of the Board of Directors.

Section 13. Compensation. Members of the Board of Directors shall not be compensated except for out-of-pocket expenses incurred on behalf of the Guild.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two(2) Directors. The person or persons calling a special meeting of the Board of

Directors shall, at least two (2) days before the meeting, give notice thereof by any usual means of communication (which includes first class mail, electronic mail, telephone, or personal delivery of notice). Such notice must specify the purpose for which the special meeting is called. However, matters of business not specified in the notice of a special meeting may be addressed and acted upon at a special meeting if a two-thirds (2/3) majority of the members of the Board of Directors present at the special meeting approve action upon such matters not specified in the notice of the special meeting.

Section 2. Place of Meetings. All meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors, or as may be designated in the notice of the meeting.

Section 3. Notice of Regular Meetings of Board of Directors. Regular meetings of the Board of Directors shall be held on the fourth Monday of each month. A different day for meeting may be established by the board of Directors if it is impractical to meet on the specified regular meeting day. Notice of a regular meeting shall be given by any means that is fair and reasonable. Such notice may be given by any usual means of communication including first class mail, electronic mail, telephone, or personal delivery of notice, any of which will be deemed fair and reasonable notice pursuant to these By-Laws unless otherwise provided by law. The notice of meeting shall specify the matter or matters on which any action of the directors is to be taken. Notice of meetings of the Board of Directors must be given to the members of the Board of Directors not less than two (2) days prior to the date of such meeting.

Section 4. Waiver of Notice. Any Director may waive notice of any meeting. The Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not otherwise participate in such meeting.

Section 5. Participation by Telephone. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

## ARTICLE VII OFFICERS

Section 1. Officers of the Guild. The officers of the guild shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer.

Section 2. Election, Term of Office and Qualifications. The officers of the Guild shall be the members of the Board of Directors. The officers shall take office upon election. Officers shall be elected at the Annual Meeting of the members. The term of office for each officer shall be two (2) years. No Director shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 3. Removal. The officers specifically designated in Section 1 of this Article VII may be removed, either with or without cause, by vote of two-thirds of the members at a special meeting of the members called for that purpose. At any special meeting called pursuant to this section to remove the President, the President shall not be the Presiding Officer, but the Board shall select another of its members to preside at such meeting.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Guild.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal or disqualification, or any other cause, shall be filled for the unexpired portion of the term in the same manner as prescribed for filling the vacancies of Directors.

Section 6. President. The President shall be the chief executive officer of the Guild and shall be primarily responsible for the implementation of policies of the Guild. She shall have authority over the general management of the Guild in accordance with these By-Laws, subject only to the ultimate authority of the members. She may sign and execute instruments in the name of the Guild except in cases where the signing and the execution thereof shall be expressly delegated by the Board of directors or by these By-Laws to some other officer or agent of the Guild, or shall be required by the law otherwise to be signed or executed. In addition, she shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to her by the Board of Directors. The president shall preside at all meetings of the Guild and the

Board of Directors; shall notify the First Vice-President if she is unable to attend meetings; shall appoint committee chairpersons; shall assign such additional duties to other officers as are needed in performing the duties of the respective office; shall be responsible for preparing agendas for meetings of the Board and of the Guild, with input from the general membership and other Board members; and shall keep a general file of all materials relating to the office of President, which file shall be given to the incoming President at the end of the term.

Section 7. First Vice-President. In the absence of the President, the First Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Additionally, the First Vice-President shall keep a complete file of all materials relating to the office of First Vice-President, which file shall be given to the incoming First Vice-President at the end of the term. At the expiration of the term of the President, or if the term of the President is otherwise vacant, the First Vice-President shall become the President.

Section 8. Second Vice President. In the absence of the President and First Vice-President, the Second Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Additionally, the Second Vice President shall serve as Chairman of the Programs and Workshops Committee and shall keep a complete file of all materials relating to the office of Second Vice-President, which file shall be given to the incoming Second Vice-President at the end of the term.

Section 9. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and the members in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and the seal of the Guild and see that the seal of the Guild is affixed to all documents the execution of which on behalf of the Guild under its seal is duly authorized; (d) keep a register of the address of each member of the Guild which shall be furnished to the Secretary by such member; (e) have general charge of the books of the Guild; (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her by the Board of Directors; (g) assist the President with general correspondence; and (h) shall keep a complete file of all materials relating to the office of Secretary, which file shall be given to the incoming Secretary at the end of the term.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities, receipts, and disbursements of the Guild, and shall deposit all monies and securities of the Guild in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities, and the Board of Directors may designate those persons upon whose signature or authority such funds may be disbursed. The Treasurer shall be responsible (a) for maintaining adequate financial accounts and records; (b) for the preparation of appropriate operating budgets and financial statements; and (c) for the preparation and filing of all tax returns required by law. Further, the Treasurer shall keep a complete file of all materials relating to the office of Treasurer, which file shall be given to the incoming Treasurer at the end of the term.

Section 11. Compensation. Officers of the Guild shall not be compensated except for out-of-pocket expenses incurred on behalf of the Guild.

## ARTICLE VIII COMMITTEES

Section 1. Executive Board. The chairmen of the standing committees along with the Board of Directors shall constitute the Executive Board.

Section 2. Standing Committees. The Guild shall have the following standing committees: Nominating, Finance, Membership, Quilt Room, Telephone, Publicity, Historian, Newsletter, Scholarship, Hospitality, Librarian, Sunshine, Community Outreach, Quilt Show, Program, Comfort Quilt, Cookbook Sales, Quilts of Valor, Storybook Quilts, and Community Events Coordinator.

Section 3. Chairpersons of Committees. The chairperson of each committee shall be appointed by the President for a term not to exceed four (4) years. At the time of the annual meeting the President will affirm or replace each committee chairman.

Section 4. Members of Committees. Members of each committee shall be selected by the Chairperson of the committee, with the approval of the Board of Directors; provided, however, the President shall select the members of the Nominating Committee.

Section 5. President as Ex Officio Member. The President shall be an ex officio member of each committee with the exception of the Nominating

Section 6. Duties of Committees. Each committee shall perform such duties as are from time to time assigned to them by the board of Directors. The Nominating Committee shall consist of Five (5) members and shall present the proposed slate of officers and directors at the respective annual meeting of the members in which the officers and directors are selected. Nominations from the floor at the annual meeting shall be permitted so long as all nominees have given prior approval to be nominated.

## ARTICLE IX CONTRACTS, LOANS, CHECKS, DEPOSITS, ETC.

Section 1. Contracts. Except as other wise provided in these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents, 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 specific instances. The Board will seek the consent of the General Membership for any expenditure exceeding \$1000 which is NOT included in the yearly budget.

Section 2. Loans. No loans shall be contracted on behalf of the Guild and no evidence of indebtedness shall be issued in its name, except by a majority vote of the members.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Guild shall be signed by such officer or officers, agent or agents of the Guild and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Guild not otherwise employed shall be deposited from time to time to the credit of the Guild in such depositories as the Board of Directors may select.

## ARTICLE X GENERAL PROVISION

Section 1. Corporate Seal. The Corporate seal of the Guild shall contain the name of the corporation and shall be in such form as approved by the Board of Directors.

Section 2. Dues. The budget, to be adopted by the members at the

March guild meetings, shall include the annual dues payable to the Guild by members. Such dues shall be payable on or before the first day of each fiscal year. When any member shall be in default in the payment of dues for a period of thirty (30) days, such person's membership shall thereupon be terminated without further action. All persons who are members of the Guild on their 80<sup>th</sup> birthday, shall continue to be members and shall have all rights and obligations of dues paying members except that such member shall not be required to pay any membership dues or assessments.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any Director or member by law, by the charter or by these By-Laws, 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 equivalent to the giving of such notice.

Section 4. Fiscal Year. The fiscal year of the guild shall be April 1 through March 31.

Section 5. Amendments. Except as otherwise provided by law, by the Articles of Incorporation or herein, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds of the members present at any annual or special meeting of the members; provided, however, that notice of the proposed action shall have been included in the notice of the meeting.

Section 6. Gender References. Any references herein to the masculine or feminine gender shall refer to both genders.

## ARTICLE XI GUILD DESIGNS

Section 1. No part of any work designed and/or created by the Smoky Mountain Quilters Guild and/or any member that is used by the Guild for the purposes of fund-raising and/or education may be reproduced or used in any form or by any means—including but not limited to graphic, electronic, photographic, or mechanical including photocopying, recording, taping, scanning, pattern making or information storage and retrieval systems—without the express written permission of Smoky Mountain Quilters Guild.