

**BYLAWS  
SMOKY MOUNTAIN QUILTERS GUILD, INC.  
2024 Revision Proposal**

**ARTICLE I: OFFICES**

- 1. Principal Office.** The principal office of this non-profit corporation will be located at 290 Dalton Creek Rd., Franklin, NC, 28734.
- 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 the Cowee School Arts and Heritage Center, 51 Cowee Drive, Franklin, NC, 28734.

**ARTICLE II: PURPOSES OF GUILD**

- 1. The purpose of the guild shall be to stimulate an intelligent interest in quilting and other fiber arts in the community, and to provide opportunities for the exchange of ideas, instruction, and presentation of pertinent information among the members of the Guild.**
- 2. The Smoky Mountain Quilters Guild is a non-profit organization with a 501(c)(3) tax-exempt status and may engage in any activity permitted by that status.**

**ARTICLE III: MEMBERS AND DUES**

- 1. Limitations and Requirements.** Any person interested in quilting or other fiber arts may be a member of the Guild.
- 2. Type of Membership.**
  - a. Regular Member:** Members who pay dues annually.
  - b. Honorary Member:** Current Members who were 80 before April 1, 2023 (grandfathered under the previous bylaws).
  - c. Platinum Members:** Members who turn 85 after April 1, 2023, or others designated by the Board.
- 3. Dues.**
  - a. Dues shall be payable on or before the first day of April.**
  - b. Any member who has not paid within 60 days will have their membership terminated.**
  - c. Honorary members will pay no dues.**
  - d. Platinum members will pay half of the set dues.**
- 4. Voting Rights.** All members shall be entitled to one vote on each matter submitted to a vote of the members.
- 5. Resignation.** Any member may resign.

**6. Transfer of Membership. Membership in the Guild is not transferable or assignable.**

#### **ARTICLE IV: MEETINGS OF MEMBERS**

**1. Annual Meeting. An annual meeting of the members shall be held on the 2nd Monday of April each year. If the annual meeting of members is not held at the appointed time, the Board shall establish the time for the annual meeting of the members as soon as possible thereafter.**

**2. Regular Meetings. Regular meetings of the Guild members shall be held on the second Monday of each month beginning at 10:00 a.m. at the registered office unless a different date and a different time for meetings is established by the Board.**

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

**4. Notice of Annual and Special Meetings. Notice of annual and special meetings of the guild shall be provided no more than 45 days or less than 10 days before the meeting.**

**5. Quorum. One-quarter (1/4) of the members shall constitute a quorum at a special or annual meeting. If a quorum is not present at any meetings of members, a majority of the members present may adjourn the meetings to a different time without further notice.**

**6. Notice of all meetings will be by electronic means.**

#### **ARTICLE V: THE GUILD BOARD**

**1. The Guild Board. (Hereinafter referred to as "the Board") shall consist of the following officers: President, Vice-President, Education Director, Secretary, and Treasurer. Co-officers are permitted. Each officer will have one vote.**

**2. A motion or action of the Board passes with a majority vote of officers in attendance either in person or virtually.**

**3. General Powers. The business and affairs of the guild shall be managed by its officers. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all the powers of the Guild shall be vested in the officers of the guild.**

**4. Election, Term of Office, and Qualifications. Officers shall be elected in March and take office on the 1<sup>st</sup> of April. The term of office for each officer shall be two (2) years. There will be a joint meeting of the old and new Boards at the March Board meeting.**

**Offices of President, Vice-President and ~~Education Director~~ will be limited to two consecutive terms.**

**5. Removal.** The officers may be removed, either with or without cause, by vote of a quorum of the members at a special meeting of the members called for that purpose. At any special meeting called 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.

**6. Resignations.** Any officer may resign at any time by giving written notice to the President or the Secretary of the Guild.

**7. Vacancies.** A vacancy in any office because of death, resignation, removal or disqualification, or any other cause, may be filled for the unexpired term by Board appointment.

**8. President. The President shall:**

- a. Preside over all General Membership and Board meetings.
- b. Appoint all committee Chairpersons.
- c. Be responsible for preparing an agenda each month and sending it to the Board prior to the meeting.
- d. Conduct a review of the guild bylaws.
- e. Oversee the budget with the treasurer.
- f. May sign and execute documents in the name of the guild.
- g. Keep a record of all materials relating to the office of the President, which will be given to the incoming President at the end of the term.

**9. Vice-President. The Vice-President shall:**

- a. Preside over meetings in the absence of the President or at the request of the President.
- b. Perform other duties as assigned by the President.
- c. Keep a record of all materials relating to the office of the Vice-President to pass to the incoming Vice-President at the end of the term.

**10. Education Director. The Education Director shall:**

- a. Book programs and workshops. Set dates, times, and places for workshops.
- b. Set the policies for taking class reservations and payments for workshops.
- c. Keep a record of all materials relating to their office to pass to the incoming Education Director at the end of the term.
- d. Set policies for the use of the education room.

**11. Secretary. The Secretary shall:**

- a. Keep the minutes of the meetings of the Board and any general meetings when business is conducted, present the minutes of the previous meeting

at each Board meeting for Board approval, and provide a copy for the President.

- b. Maintain the permanent official records of minutes and correspondence of the guild.
- c. Conduct all guild correspondence.
- d. Coordinate with the public relations chair to publish meetings, programs, and workshops.
- f. Keep a complete file of all corporate materials and all documents relating to the office of the Secretary, to pass to the incoming Secretary at the end of the term.

**12. Treasurer. The Treasurer shall:**

- a. Prepare an annual budget to be discussed at the joint Board meeting in March and voted on by the general membership in April.
- b. Be responsible for all dues and funds of the organization, maintain accurate records of all income and expenditures, and maintain the permanent financial records of the Guild.
- c. Oversee the budget with the President.
- d. Present a monthly financial report at each Board meeting.
- e. Have a review of records on a regular basis by a Board member assigned to the task.
- f. Prepare and file all tax returns as required by law.
- g. Keep a complete file of all materials relating to the office of the Treasurer, which shall be given to the incoming Treasurer at the end of the term.

**13. The immediate past president will act as advisor to the new Board for a period of one year as a non-voting member.**

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

## **ARTICLE VI COMMITTEES**

**1. Standing Committees. The Guild may have any or all of the following standing committees: Children's Outreach Quilts, Comfort Quilts, Community Events Coordinator, Public Relations, Membership, Nominating, Education, Quilts of Valor.**

**2. Chairs of Committees. The Chair of each committee shall be appointed by the President for a term of two (2) years. At the time of the annual meeting the newly elected President will affirm or replace each committee Chair.**

**3. Members of Committees. Members of each committee shall be selected by the Chair of the committee. The President shall select the members of the Nominating Committee.**

**4. President as Ex Officio Member. The President may be an ex officio member of all committees except for the Nominating Committee.**

**5. Duties of Committees. Each committee shall perform such duties as are assigned to them by the Board. Committee members should present a report to the Board and members as needed.**

**6. The Nominating Committee shall consist of three (3) members and shall present to the membership in writing the proposed slate of officers a month prior to the annual meeting of the members in which the officers 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 VII CONTRACTS, LOANS, CHECKS, DEPOSITS, ETC.**

**1. Contracts. Except as otherwise provided in these Bylaws, the Board 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 \$1000.00 which is NOT included in the yearly budget.**

**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.**

**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.**

**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 may select.**

## **ARTICLE VIII GENERAL PROVISION**

**1. Waiver of Notice. Whenever any notice is required to be given to any Board member or member by law, by the charter, or by these Bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be equivalent to the giving of such notice.**

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

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

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

#### **ARTICLE IX GUILD DESIGNS**

**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.**