

Bylaws of The Bayberry Quilters of Cape Cod

Article I. NAME

The name of this organization is Bayberry Quilters of Cape Cod. A nonprofit domestic corporation under Massachusetts General Laws Chapter 180, incorporated March 1, 1990. Effective September 30, 1981, it is tax exempt under Section 501 (c) (3) of the Internal Revenue Code. The fiscal year is September 1 through August 31.

Article II. PURPOSE

The purpose of this organization is to share, to educate, and to promote the art of quilting.

Article III. MEMBERSHIP

- A. Membership in this organization is open to all persons interested in the art of quilting, except that the membership is limited to the legal capacity of the meeting place.
- B. Annual dues for the Guild will be determined by the Executive Board and are payable by August 31 to cover the period from September 1 through August 31.

Article IV. OFFICERS

- A. The officers of this organization are President, Vice President, Program Chair(s), Recording Secretary, Treasurer and Finance Chair.
- B. The officers will be chosen from the general membership.
- C. All officers will serve for a two (2) year period or until their successors are elected. In the event that an officer cannot finish her/his two year term, the Executive Board will appoint a member to fulfill the remainder of the term.

DUTIES

1. The President or Vice President will preside at all meetings including Executive Board and General Board meetings. The President, with the advice and consent of the General Board, will appoint ad hoc committees and coordinators as needed for tasks. The President will serve as exofficio member on all committees except the Nominating Committee.
2. The Vice President will assist the President and perform the duties of the President in her absence.
3. The Program Chair(s) will be responsible for presenting programs at the monthly meetings.
4. The Recording Secretary will keep accurate records of all organization meetings, Executive and General Board Meetings. Record book(s) in which the Bylaws, special rules of order, standing rules, and minutes are entered, with amendments properly recorded will be maintained by the Secretary.
5. The Treasurer will handle all funds and financial records. She will prepare complete financial reports as requested by the Executive Board. She will prepare, or have prepared at Guild expense, and submit an annual tax return to the Internal Revenue Service.

6. The Finance Chair meets with the Finance Committee in August to form the budget for the fiscal year September 1 through August 31, including annual budgets for programs, quilt show and guild operating expenses. Finance Committee members (in addition to the Finance Chair) are the Guild President, Vice President, Treasurer, and a member-at-large appointed by the Finance Committee Chair.

Article V. REPRESENTATIVES

- A. Member Representatives chosen from the membership at large, will serve on the Nominating Committee and the General Board for a period of two (2) years. The number of Member Representatives will be at least three and no more than five.

Article VI. ELECTIONS

- A. The Nominating Committee will consist of the Member Representatives who will, at their first meeting, select a chairperson. They will meet the first week in February to prepare a slate of nominees for officers and Standing Committee chair, to be presented at the April meetings. The Vice President has the right of first refusal to be nominated as President.
- B. The election of Guild Officers, Standing Committee Chairs and Member Representatives will be by majority vote of members present at the May guild meetings. Announcement of Coordinators and any Ad hoc committees will be made at this time.
- C. Introduction of new officers will be the last item of business at the May meetings. The General Board and Coordinators will assume their duties September 1. Incoming board members and coordinators shall be mentored in their jobs by the outgoing board members and coordinators from May to September.

Article VII. GENERAL BOARD

- A. The General Board will conduct the business of the guild. (Expenditures are limited by Standing Rule No. 1).
- B. The General Board consists of all officers, chairs of Standing Committees, and the Member Representatives. A quorum shall consist of a majority of the General Board.
- C. There will be a minimum of six (6) Board meetings per year, called by the President, or upon written request of three (3) members of the General Board.
- D. No officer or Board member will receive remuneration for serving on said Board in compliance with Section 501(c)(3) of the Internal Revenue Code.
- E. Positions on the General Board shared between two members will be considered to have one vote.

Article VIII. EXECUTIVE BOARD

- A. The Executive Board is composed of the President, Vice President, Program Chair(s), Recording Secretary, Treasurer and the Chair of the Finance Committee.
- B. The President will call and preside at meetings of the Executive Board as needed to make decisions or policy in an emergency situation.
- C. Actions of the Executive Board will be reported to, but not limited by the General Board. (Standing Rule No.1 limits expenditure.)

Article IX. COMMITTEES AND NON-VOTING POSITIONS

- A. STANDING COMMITTEES - The Standing Committees are as follows: Communications, Guild Publicity, Membership, Program Planning Year 1, Program Planning Year 2, Quilt Bank, Quilt Show, and Retreats.
- B. COORDINATORS (Non-Voting Positions)— Coordinators are as follows: Historian, Hospitality, Monthly Raffle - Days, Monthly Raffle - Evenings, Parliamentarian, Quilt Block Program, Quilt-In, Raffle Quilt Marketing, Scholarships, Social Secretary and any ad hoc committees as designated by the President.
- C. Committees and coordinators perform those duties outlined by the General Board. Committee members will be appointed by the Chair of each committee with the exception of the Nominating Committee.

Article X. MEETINGS

- A. The May meeting will be known as the Annual Meeting.
- B. The membership will meet a minimum of 14 times between September and August. Regular meetings will be held on the 4th Wednesday morning and preceding evening, unless otherwise designated by the Board.
- C. No regular meetings will be held in November, December, June, July and August.

Article XI. PARLIAMENTARY AUTHORITY

- A. The current Robert's Rules of Order Newly Revised is the parliamentary authority for situations not covered by these Bylaws and the Standing Rules of the organization.

Article XII. AMENDMENT OF BYLAWS

- A. These Bylaws may be amended by two-thirds of the total membership attending the regularly scheduled monthly meetings, provided that the proposed revision or amendment has been presented at a previous meeting, or members have been otherwise notified.

Article XIII. INDEMNIFICATION

AUTHORITY - The Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the General Board, an officer, a member of a committee of the Corporation, a member of the Corporation acting on behalf of the Corporation at the request of the General Board or of any committee, a member of the Corporation acting in a fiduciary capacity, or deemed to be so acting pursuant to applicable law or otherwise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The foregoing right of indemnification shall in no way be exclusive of any other right of indemnification to which any person entitled to such indemnification may be entitled under any agreement, vote of members of the Corporation or otherwise, and will continue as to a person who has ceased to be a member of the General Board, an officer, a committee member, a fiduciary or a member of the Corporation and will inure to the benefit of the heirs, executors.

1. **ADVANCED PAYMENTS** - Expenses incurred in defending any threatened or pending action, audit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the member of the General Board, officer, committee member, member of the Corporation acting or deemed to be acting in a fiduciary capacity to pay such amount unless it will be determined ultimately that such person is to be indemnified by the Corporation as authorized in these By-laws.

Article XIV. DISSOLUTION OF THE BAYBERRY QUILTERS OF CAPE COD

- A. In the event of dissolution of this organization, the Executive Board will dispose of all assets to charitable or educational organizations who qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code.

Bayberry Quilters of Cape Cod,

Organized September 30, 1981, Incorporated 1990.

By-laws revised – January 1985 – March 1987 –

September 1991 – February 1992 – May 1994 –

May 1997 – April 2003 – February 2004 – March 2007 –

February 2012 – April 2014 – September 2019 – March 2023

Standing Rules

1. The President or General Board is authorized to approve expenditures under \$500 for ongoing expenses.
2. Members who lecture or conduct workshops will be paid professional fees contracted by the Program Committee with a minimum of \$50.00 per lecture or program.
3. A professional accountant will be appointed by the President to audit financial records of the Guild annually and provide a written report to the President.
4. During the year, in the event of a vacancy of any officer or chairperson, the Executive Board will take appropriate action to fill the position for the remainder of the year.
5. Past Presidents of the Guild are granted lifetime membership and are not required to pay dues. The contribution for raffle tickets/scholarship fund is required to receive members' raffle tickets and updated membership information should be provided each year for the Member Handbook.
6. Annual dues, payable by August 31, cover membership beginning September 1st. Memberships for which dues are not paid by August 31 will be dropped. Cases involving extenuating circumstances are subject to review by the President. Annual dues will not be pro-rated for members joining after August 31.
7. Guests at regular meetings will pay a fee of \$5.00. If she/he becomes a member at that meeting, the guest fee will be refunded.
8. There shall be no verbal contracts made. All must be in writing, approved by the Board and signed by the President or her designee.
9. Quilt Show financial commitments must be approved by the Board.
10. Changes in fees charged by the Guild relating to the Quilt Show must be submitted to and approved by the Board.
11. Privileges and requirements of members are as printed in the current member handbook.
12. The time and place of Board meetings will be held at the discretion of the President. There must be a minimum of three (3) weekday meetings and three (3) Saturday meetings.
13. Leaders of guild activities (including workshops, retreats, and trips) that charge a fee over and above membership dues may be exempted from payment for at least one leader according to the preplanned budget for the activity/event. Details for exemptions are outlined in the individual position descriptions.