

**BY-LAWS
OF
NORTHERN STAR QUILTERS' GUILD, LTD.**

As revised and approved May 16, 2006

ARTICLE I: NAME

- Section 1.** The name of this corporation shall be Northern Star Quilters' Guild, Ltd. (the Guild).
- Section 2.** The registered office of the Guild shall be P.O. Box 232, Somers, NY 10589. The location of the principal office may be changed by the Board of Directors. The Guild may also have offices in such other places as the Board of Directors may from time to time designate.
- Section 3.** The Guild is a not-for-profit corporation.

ARTICLE II: PURPOSE

- Section 1.** The purpose of the Guild shall be to promote interest in, and encourage participation in, the art of quilting; to stimulate and coordinate the efforts and talents of individuals interested in quilting; and to maintain a club for the social enjoyment of its members.
- Section 2.** The Guild shall strive to achieve its purposes:
- a. By establishing lines of communication among members for the stimulation of thought, exchange of ideas, mutual assistance, and enhancement of individual strengths.
 - b. By providing educational activities related to quilting to help members achieve their highest level of technical proficiency and artistic expression.
 - c. By sponsoring an annual quilt show, open to the public.

ARTICLE III: MEMBERSHIP

- Section 1.** Membership in the Guild shall be open to anyone upon payment of appropriate dues. A record shall be kept on file for each member.
- Section 2.** Members shall be active in some phase of the art of quilting, or genuinely interested in the development and preservation of this art.
- Section 3.** Members shall be eligible to vote on the amending of By-Laws and the election of officers and shall be entitled to participate fully in the operation and activities of the Guild.
- Section 4.** If a member is delinquent in dues, the member's name shall be dropped from the membership list, and such member shall have no privileges.
- Section 5.** A member may be reinstated upon payment of current dues.
- Section 6.** No person shall be discriminated against because of race, color, religion, age, national origin, sex, or handicap.

ARTICLE IV: ANNUAL DUES

- Section 1.** Membership dues are payable annually and shall be applicable to the Guild's fiscal year (July 1 to June 30).
- Section 2.** Dues shall not be refundable.
- Section 3.** The Board of Directors shall determine dues to meet the operating expenses of the Guild.
- Section 4.** Notification of a change in dues shall be given to the general membership prior to the end of the fiscal year.

ARTICLE V: BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall be comprised of the Elected Officers and the Chairpersons of all Standing Committees. The immediate past President shall be an ex-officio member.
- Section 2.** The Board of Directors is the governing body of the Guild and shall be responsive to the input of the membership. In matters before the Board that do not otherwise require the prior approval of the membership, all decisions of the Board of Directors shall be final.
- Section 3.** The number of members of the Board of Directors may be changed only by amendment to the By-Laws.

- Section 4.** Members of the Board of Directors may serve for no more than six (6) consecutive years, and in no case shall they serve on the Board for more than six (6) years within a ten (10) year period.
- Section 5.** Each member of the Board of Directors shall have one vote. Any Board position shared by more than one person shall have only one vote.
- Section 6.** All members of the Board of Directors shall fulfill the duties of their office without compensation.
- Section 7.** Any Board member not performing her/his duties in a proper or satisfactory manner may be removed from that position by the Board of Directors following an affirmative vote of the majority of its members, provided that fifteen day's written notice of such removal shall have been given the incumbent.
- Section 8.** Each Board member, whether or not then in office, shall be indemnified by the Guild against all costs and expenses reasonably incurred by, or imposed upon her/him in connection with, or arising out of, any action or proceeding in which she/he may be involved, by reason of her/his being or having been a Board member of the Guild, except in relation to matters in which such Board member has been adjudged liable to the Guild for negligence or misconduct in the performance of her/his duties.

ARTICLE VI: ELECTED OFFICERS

- Section 1.** The officers of the Guild shall be President, Vice President: Communications, Vice President: Education, Vice President: Membership, Vice President: Programs, Vice President: Quilt Show, Secretary, and Treasurer.
- Section 2.** Officers shall be elected at the Annual Meeting, by a majority of the members present.
- Section 3.** Officers shall serve for one year, or until they shall resign or be removed from office, and can succeed themselves in office only once. Their term of office shall begin July 1.
- Section 4.** When an office other than that of the President becomes vacant, it shall be filled by a recommendation of a majority of the Board of Directors.
- Section 5.** In the absence of the President, or in the event the President resigns or is removed from office, the duties of the President shall be performed by the officer next in succession: Vice President: Membership, Vice President: Communications, Vice President: Programs, Vice President: Education, Vice President: Quilt Show, Secretary, Treasurer.
- Section 6.** Officers shall perform the duties prescribed by these By-Laws, and those set down in the Policies of the Northern Star Quilters' Guild, Ltd. Said policies shall be written and approved by the Board of Directors and shall not be in conflict with these By-Laws.
- Section 7.** The President shall select a Nominating Committee, of which she shall be a member, and which shall be subject to the approval of the Board of Directors.
- Section 8.** The Nominating Committee shall propose a slate of officers and present this slate to the Board of Directors for its approval.
- Section 9.** The approved slate of officers shall be presented to the membership at a general meeting at least one month prior to the Annual Meeting. At the time of such general meeting, nominations from the floor, by any member, will be accepted.
- Section 10.** All the nominees for office shall be printed in the newsletter of the Northern Star Quilters' Guild, Ltd. prior to the Annual Meeting.

ARTICLE VII: STANDING COMMITTEES

- Section 1.** Chairpersons of Standing Committees shall be appointed by the President, with the approval of the majority of Elected Officers.
- Section 2.** Chairpersons shall serve for one year, or until they shall resign or be removed from office. Their term of office shall begin on July 1.
- Section 3.** The duties of the Chairpersons of all Standing Committees are set down in the Policies of the Northern Star Quilters' Guild, Ltd.
- Section 4.** The Standing Committees shall be:
- a. Assistant to the President
 - b. Charitable Activities
 - c. Hospitality
 - d. Library
 - e. Special Events

ARTICLE VIII: MEETINGS

- Section 1.** A meeting of the membership shall be held monthly, except in July and August when there are no meetings. The time and date of these meetings will be fixed by the Board of Directors prior to the end of the fiscal year.
- Section 2.** The May general meeting shall be considered the Annual Meeting. Members shall be notified of the Annual Meeting at least seven (7) days prior to the meeting date.
- Section 3.** A quorum at a general membership meeting shall be the members in attendance. A majority of a quorum may decide any questions before the Guild.
- Section 4.** The Board of Directors shall meet monthly for the purpose of transacting, in accordance with the current By-Laws, all ordinary business relating to the Guild.
- Section 5.** It shall be the duty of each member of the Board of Directors to attend the meetings of the Board of Directors and the monthly general membership meetings. Any Board member may be removed from office if absent from more than five (5) meetings.
- Section 6.** A quorum of the Board of Directors shall be at least 51% of the members presently serving.
- Section 7.** Special meetings of the membership may be called by the Board of Directors. No business shall be transacted except that mentioned in the call of the special meeting. At least ten (10) days' notice must be given before a special meeting of the membership is held.
- Section 8.** Special meetings of the Board of Directors may be called. No business shall be transacted except that mentioned in the call of the special meeting. A quorum shall be at least two thirds (2/3) of the members of the Board of directors presently serving. At least three (3) days' notice must be given before a special meeting of the Board of Directors is held.

ARTICLE IX: AUDIT

- Section 1.** The Treasurer shall submit the Guild's financial books and records for an annual compilation, review, or audit, as required, after the close of the fiscal year, and at any other time it is deemed necessary.
- Section 2.** The records and books shall be submitted to a Certified Public Accountant for the purpose specified in Section 1. The cost of such action shall be a legitimate Guild expense.
- Section 3.** The Board of Directors shall require two copies, certified as true, of the results. One shall go to the Treasurer's file, and the other the to Secretary's file with the corporate records.

ARTICLE X: DISPOSITION OF PROPERTY

- Section 1.** The Board of Directors, upon the dissolution of the corporation, by the Board of Directors, and by the vote of the membership, shall pay or make provision for paying all liabilities of the Northern Star Quilters' Guild, Ltd.
- Section 2.** In the event of dissolution, the Board of Directors, if possible, shall dispose of all the assets of the Guild exclusively to serve the purposes of quilt-related, charitable, educational, or scientific organizations, provided they qualify as an exempt organization under section 501C (3) of the Internal Revenue Code of 1954 as amended.
- Section 3.** Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Northern Star Quilters' Guild, Ltd. is located at that time.
- Section 4.** Said court shall determine the purposes for use, and the organization or organizations to receive such assets.

ARTICLE XI: AMENDMENTS TO BY-LAW

- Section 1.** Amendments to the By-Laws may be:
- Proposed in writing by the Board of Directors
 - Proposed in writing by a member or members
 - Recommended by a By-Law Review Committee, convened by the President no less than every five (5) years, beginning in 2005.

Section 2. After approval by a majority of the Board of Directors, proposed amendment or amendments shall be mailed to the general membership, and shall be published in the Northern Star Quilters' Guild, Ltd. newsletter. The proposed amendment or amendments shall be voted on by ballot by the members no sooner than thirty (30) days after notification to the members.

Section 3. Amendments shall be approved by a majority of the members voting.

ARTICLE XII: PARLIAMENTARY AUTHORITY

Section 1. The rules contained in Roberts Rules of Order, Revised, shall govern the meetings of this Guild in all cases in which they are consistent with these By-Laws.