

IOWA QUILTERS GUILD, INC.

BY-LAWS

Effective Date: 08-20-13

ARTICLE I

Purpose

The Corporation shall be non-profit with the purpose of educating its members and others interested in the Art of Quilting, providing for the exchange of information and to exercise all the power granted by Chapter 504A, Code of Iowa, 1979.

ARTICLE II

Office and Agent

The registered agent shall be the current Treasurer of Iowa Quilters Guild, Inc.

ARTICLE III

Directors

Section 1 The Corporation shall be managed by a Board of Directors.

Section 2 The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Program Chairman, Program Chairman-Elect, Parliamentarian, Newsletter Editor, Membership Chairman, Webmaster, and Publicity Chairman. All members of the Board of Directors have a right to vote on issues before the Board.

Section 3 The term of each Director (except Newsletter Editor, Membership Chairman, Webmaster, and Publicity) shall be two years. A Director elected to the office of President-Elect shall serve as President-Elect for one year; the President-Elect will assume the office of President during the second year of the term. A Director elected to the office of Program Chairman-Elect shall serve as Program Chairman-Elect for one year; the Program Chairman-Elect will assume the office of Program Chairman during the second year of the term. No individual may hold an elected position for more than two consecutive terms. Offices may be shared by multiple persons.

Section 4 A majority of the Board of Directors shall constitute a quorum for the transaction of business and a simple majority of the quorum may decide issues.

Section 5 There shall be an annual meeting of the Board of Directors preceding the annual meeting of the members. There may be such other regular meetings as the Board, by resolution, may establish.

Section 6 Special meetings of the Board of Directors may be called by any two members of the Board of Directors.

Section 7 Notice of any regular meeting, except the annual meeting, and any special meeting shall be given to the members of the Board, either orally or in writing, at least three days prior to the meeting.

Section 8 Meetings, either regular or special, may be held by conference call, email, or similar electronic system.

Section 9 Directors shall receive no compensation, unless specifically granted by the members of the Corporation.

Section 10 Directors shall be indemnified to the full extent permitted by law.

Section 11 Any vacancies in the Board of Directors shall be filled for the unexpired term by appointment by the remaining members of the Board.

Section 12 Board members who have served on the Board before or through 1993-1994, who will serve or have served at least two years, will continue to hold life memberships. Beginning with the Board members who began serving in 1994-1995, life membership will no longer be offered. Life members will be asked to consider making a donation to IQG to cover the cost of receiving the Newsletter.

ARTICLE IV

Duties

Section 1 The elected officers of the Corporation shall be a President, President-Elect, Secretary, Treasurer, Program Chairman, Program Chairman-Elect and Parliamentarian. Offices may be shared by multiple persons.

Section 2 The duties of the President shall be to preside over all meetings and to appoint, with Board approval, committees necessary to the welfare of the Corporation. The President will be invited to serve in an advisory capacity for several months following this term of office.

Section 3 The duties of the President-Elect shall be, in the absence of the President or at the President's request, to perform presidential duties.

Section 4 The duties of the Secretary shall be to record and be custodian of the minutes of the meetings.

Section 5 The duties of the Treasurer shall be to collect and take charge of all dues and funds made available to the Corporation. Expenditures exceeding \$250.00 must be authorized by the Board of Directors. Also, the Treasurer shall keep a written account of all transactions involving the Corporation in a book belonging to the Corporation. Accounts payable/receivable account books shall be audited at the end of each term. The Treasurer shall be bonded in the amount of \$10,000.

Section 6 The duties of the Program Chairman-Elect shall be to recommend dates, locations, and programs for general membership meeting one year in advance.

Section 7 The duties of the Program Chairman shall be to carry out the plans for dates, locations, and programs for general membership meetings during the current year. The Program Chairman shall also manage workshop registration and other details for meeting arrangements.

Section 8 The duties of the Parliamentarian shall be to oversee the policy of the Corporation.

Section 9 The elected officers shall appoint a Newsletter Editor, Membership Chairman, Webmaster, and Publicity Chairman. The Newsletter Editor shall compose a newsletter and distribute it to members before each scheduled meeting. The Webmaster shall maintain the IQG website. The Publicity Chairman will assist in the membership drive and promote functions of the Corporation. The Membership Chairman will collect and record all dues and issue membership cards in the published **newsletter**.

ARTICLE V

Meetings and Elections

Section 1 The date of the annual meeting shall be in September, the time and location to be determined by the Board of Directors. This meeting will be centrally located.

Section 2 No later than May, the Board of Directors shall appoint a nominating committee of three members, at least two of whom shall be members of the Board. Two of the nominating committee members shall be the Parliamentarian and the President-Elect. It shall be the duty of the nominating committee to present a slate of nominees to the membership at the annual meeting for each vacancy. Nominations may be made from the floor with each nominee giving written or verbal permission, ensuring their willingness to serve if elected.

Section 3 Officers (not including the appointed Newsletter Editor, Membership Chairman, Webmaster, and Publicity Chairman) shall be elected at the annual meeting of the members for a term of two years and until their successors have been duly elected and qualified; however, any Director can be removed by an affirmative vote of the majority of the entire Board of Directors. A President-Elect and Program Chairman-Elect shall be elected every year to fill the vacancies. A Secretary and Parliamentarian shall be elected in even-numbered years. A Treasurer shall be elected in odd-numbered years.

Section 4 The members shall be notified at least seven days prior to the annual meeting, of the date, time, and location of the annual meeting.

Section 5 At any meeting of the members, the presence in person of 7% of the paid membership shall constitute a quorum and may decide any matter coming before the meeting.

Section 6 Special meetings of the members may be called by the Board of Directors and upon the written request of any ten members. Written notice of a special meeting shall state the purpose and be given 14 days prior to the meeting.

Section 7 The members may meet at other times, upon such notice as the President may prescribe, for the purposes of furthering the activities of the Corporation. No minutes need be kept at these meetings unless some action is taken which is binding on the Corporation.

ARTICLE VI

Membership

Section 1 Membership shall be open to any person.

Section 2 The annual membership dues will be accepted beginning in June, but are actually due at the beginning of the fiscal year, September 1st, in an amount determined by the Board of Directors. Any member who has failed to pay dues by November 30th will be dropped from the membership.

ARTICLE VII

General

Section 1 This Corporation shall not have any stock, nor pay any dividend, nor shall it have a seal.

Section 2 Each member shall have one vote and there shall be no proxy voting.

Section 3 The Corporation shall have such fiscal year as may be adopted by the Board of Directors and the books shall be subject to such audit as the Board may determine.

Section 4 These By-Laws may be amended at the annual meeting of members by a majority of the quorum. The official By-Laws are as printed in the current Membership Directory.

Section 5 The Corporation adopts Robert's Rules of Order as its authority on parliamentary law.

Updated at General Membership meeting, August, 2013.