

**BYLAWS OF  
DENTON QUILT GUILD, INC.**

**ARTICLE I. CORPORATE NAME, PURPOSE**

The name of this corporation is the "DENTON QUILT GUILD" ("Guild"), and it is incorporated under the laws of the state of Texas as a non-profit corporation for the following educational and charitable purposes:

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations which have established their tax-exempt status under section 501(c)(3) of the Internal Revenue Code as directed by the Board of Directors.

**ARTICLE II. OFFICES**

The Guild shall have and continuously maintain in the state of Texas a registered office, and a registered agent office identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III. BOARD OF DIRECTORS**

Section 1. **General Powers and Qualifications.** The affairs of the Guild shall be managed by its Board of Directors. The Board shall be vested with and may exercise all of the powers of the Guild except as otherwise provided by law or by these bylaws. All members of the Board will conduct Board business in the best interest of the entire Guild membership. It is the duty of the Board to keep the membership informed of both current and proposed activities and expenditures.

Upon taking office the Board will review the bylaws and all current policies. The Board will also review the preceding year's minutes to determine business at hand and obligations undertaken in the preceding year.

The Board of Directors shall consist of the Executive Board and Committee Chairs.

Section 2. **The Executive Board.** The Executive Board consists of the elected officers and Parliamentarian. They are President, First Vice President (Programs), Second Vice President (Membership), Third Vice President (Fundraising), Fourth Vice President (Community Outreach), Secretary and Treasurer. Officers are elected to a term of two years. Officers elected in odd-numbered years are President, Second Vice President and Secretary. Officers elected in even-numbered years are First Vice President, Third Vice President, Fourth Vice President, and Treasurer. The Parliamentarian is appointed by the President in odd-numbered years.

No Guild member may serve on the Executive Board longer than two years in the same office.

Section 3. **Meetings.** A regular meeting of the Board of Directors shall be held each month. The meeting is set at the discretion of the President.

Regular guild member meetings are held each month. The March meeting is the annual meeting for the purpose of electing officers who will assume office beginning April 1.

Section 4. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior to said meeting, by telephone or by written notice delivered personally, sent via e-mail (with the recipient's consent to use e-mail) or sent by mail to each Director at her/his address as shown by the records of the Guild. The business to be transacted and/or the purpose of the special meeting of the Board of Directors must be specified in the notice.

Section 5. **Quorum.** A regular member meeting quorum consists of one-fourth (1/4) of the active members. Unless a quorum is met no business can be conducted. A Board of Directors meeting quorum consists of two-thirds (2/3) of the Executive Board. Unless a quorum is met no business can be conducted.

Section 6. **Vacancies.** Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

Section 7. **Compensation.** Directors shall not receive any compensation for their service while fulfilling their duties as Directors of the Guild.

Section 8. **Committees of the Board.** The Board of Directors, by resolution adopted by a majority of the Board of Directors fixed by these bylaws, may designate working committees.

#### **ARTICLE IV. EXECUTIVE BOARD AND COMMITTEES**

Section 1. **Executive Board.** The Executive Board of the Guild shall be the President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer and Parliamentarian. Only the Executive Board has the authority to do the following:

a. Dissolve, merge or consolidate the Guild;

- b. Amend the Charter of the Guild;
- c. Sell, lease or exchange all, or substantially all, of the property of the Guild; or
- d. Amend or repeal the bylaws or adopt new bylaws which by definition are not amendable nor may be repealed.

Section 2. **Committees**. The Committee Chairs may include but not be limited to: Advertising, Building Manager, Continuing Education, Directory Editor, Hospitality, Kid Kwilts, Librarian, Newsletter Editor, Photographer, Quilt Exhibit, Raffle Quilt, Retreats, Snack Table, Social Media Maven, Storybooks To Go, Sunshine & Shadow, TAQG, and Workshops.

All Committee Chairs, standing or appointed, are accountable to the Board of Directors.

Section 3. **Election of Officers**. The President shall appoint a Nominating Committee to be announced at the January membership meeting consisting of the current President and two members.

The members of the Nominating Committee should be familiar with the Guild members and the duties and responsibilities of the officers and committee chairs.

The Nominating Committee shall present a slate of candidates at the February membership meeting and publish it in the March newsletter. From this slate of candidates, and any nominations from the floor (being certain to have received prior consent of that individual), the Executive Board of the Guild shall be elected by the membership at the regular March meeting.

In the case of multiple nominees for a particular position, all of these nominees shall be presented on the slate to be voted on at the March meeting.

Each nominee must be an active dues-paying member of the Guild and shall hold office for a term of two years commencing on the first day of April and continuing until completion of term as defined in Article III, Section 2.

Section 4. **Removal**. Any Board member elected or appointed by the members of the Board may be removed by the Board whenever, in its judgment, the best interests of the Guild would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal will be determined by the Executive Board.

Section 5. **President**. The President has, but is not limited to, the following responsibilities:

- a. Presides over all Guild and Board of Directors meetings;
- b. Serves as an ex-officio member of all Standing Committees;
- c. Signs checks in the absence of the Treasurer;

- d. Writes a monthly article for the newsletter;
- e. Serves as the Chair of the Nominating Committee and the Annual Audit; and
- f. Appoints all Standing Committee Chairs.

Section 6. **First Vice President**. The Program Vice President has, but is not limited to, the following responsibilities:

- a. Program planning for their term, keeping the Board apprised of the status of program planning;
- b. Program coordination, providing a program for each general meeting, an introduction of guest speakers, and, along with the Treasurer, payment of guest speakers;
- c. Presides in the absence of or at the request of the President at Guild and Board of Directors meetings;
- d. Oversees the Workshop Committee; and
- e. Writes a monthly article for the newsletter to inform the membership of upcoming programs.

Section 7. **Second Vice President**. The Membership Vice President has, but is not limited to, the following responsibilities:

- a. Maintains up-to-date records of the Guild membership (including names, addresses, phone numbers, e-mail addresses and birthdays);
- b. Submits new member names and addresses to the Newsletter Editor on a monthly basis;
- c. Provides the Directory Editor with a complete roster by mid-April each year;
- d. Collects and forwards dues to the Treasurer; and
- e. Sends information on new members to the Directory and Newsletter editors on monthly basis.

Section 8. **Third Vice President**. The Fundraising Vice President has, but is not limited to, the following responsibilities:

- a. Serves as Chair of the Fundraising Committee; and
- b. Oversees the Raffle Quilt Committee, Silent Auction/Artisans Market and other fundraising activities.

Section 9: **Fourth Vice President**. The Community Outreach Vice President has, but is not limited to, the following responsibilities:

a. Oversees all activities provided to the local community, including, but not limited to, Storybooks To Go, Kid Kwilts, and community service projects. All inquiries regarding requests from the community for the Guild's involvement should be channeled through this Vice President.

Section 10. **Secretary**. The Secretary has, but is not limited to, the following responsibilities:

- a. Keeps the minutes of the Board of Directors and general meetings in one book provided for that purpose;
- b. Sees that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c. Serves as custodian of the corporate records;
- d. Handles all official correspondence for the Guild;
- e. Oversees the Guild archives currently housed at Texas Woman's University; and
- f. In general, performs all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

Section 11. **Treasurer**. The Treasurer has, but is not limited to, the following responsibilities:

- a. Has charge and custody of, and responsibility for all funds and securities of the Guild;
- b. Receives and gives receipts for moneys due and payable to the Guild from any source whatsoever, and deposits all such moneys in the name of the Guild in such banks, trust companies or other depositories as shall be selected from time to time by the Board of Directors;
- c. Prepares and reports the Guild's financial status monthly;
- d. Prepares a budget for the current year to be presented to the Board for approval, and prepares and submits a proposed budget to the incoming Treasurer for the following year;
- e. Files any required governmental forms/taxes; and
- f. In general, performs all of the duties from time to time that may be assigned to her/him by the President or by the Board of Directors.

Section 12. **Parliamentarian**. The Parliamentarian has, but is not limited to, the following responsibilities;

- a. Serves as the judicial officer of the Guild.

## **ARTICLE V. MEMBERSHIP**

Section 1. **Annual Meeting**. The annual meeting of members shall be held on the date and time set by the Board of Directors on the date of regularly scheduled March meeting of each year.

Section 2. **Membership Requirement.** The Guild shall have one class of member: "Active". Qualification of membership is subject only to the payment of dues as established by the Board. Dues are due on or before June 1.

Section 3. **Meetings.** Unless otherwise notified, the members of the Guild shall meet once a month.

Section 4. **Compensation.** No member shall receive any compensation without a signed contract.

#### **ARTICLE VI. INDEMNIFICATION**

Any person who at any time serves or has served as a Director, Officer, employee or agent of the Guild, or in such capacity at the request of the Guild, shall have a right to be indemnified by the Guild to the fullest extent permitted by law against (a) reasonable expenses, including attorney fees, actually and necessarily incurred by her/him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not by or on behalf of the Guild, seeking to hold her/him liable by reason of the fact that she/he is or was acting in such capacity; and (b) reasonable payment made by her/him in satisfaction of any judgments, money, decree, fine, penalty or settlement for which she/he may have become liable in any action, suit, or proceeding, except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of said duty.

The Board of Directors of the Guild shall take over such action as may be necessary and appropriate to authorize the Guild to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the matter in which the claimant for indemnity acted and of the reasonable amount of indemnity due her/him. Such rights of indemnification shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled to apart from the provisions of the bylaw.

#### **ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Guild and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

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

Section 4. **Deposits.** All funds of the Guild shall be deposited at least once monthly to the credit of the Guild in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. **Unbudgeted Items.** Any unbudgeted items must have Board approval.

Section 6. **Gifts.** The Board of Directors may accept, on behalf of the Guild, any contribution, gift, bequest or device for general purposes or for any special purpose of the Guild. The Board of Directors will assure that any monetary contributions accepted for a specific purpose shall be used as specified.

#### **ARTICLE VIII. BOOKS AND RECORDS**

The Guild shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having any of the authority of the Board of Directors, and of its members.

#### **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Guild shall be from the first day of April to the 31st day of March, unless otherwise determined by the Board of Directors.

#### **ARTICLE X. AMENDMENT OF BYLAWS**

These bylaws may be amended or repealed, and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors at a regularly scheduled monthly meeting. Notice must be made in the newsletter sent prior to the members' meeting at which the vote is to be taken.

These bylaws were revised and voted on and approved at the General Meeting for the Denton Quilt Guild on April 17, 2018.

Adopted by the Guild Members on April 17, 2018.

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Secretary