

BYLAWS OF THE WYOMING STATE QUILT GUILD

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Proposed Amended July 23, 2023

ARTICLE 1-Name, Organization, Offices and Purpose

Section 1.1 NAME: The name of the organization shall be the Wyoming State Quilt Guild (WSQG).

Section 1.2 ORGANIZATION: WSQG is incorporated in Wyoming as a non-profit corporation under the Wyoming Non-Profit Corporation Act, that is organized and operated exclusively for charitable and educational purposes within Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereinafter be amended, or the corresponding section of any future tax code.

Section 1.3 OFFICES; REGISTERED AGENTS: The principal office of WSQG shall be located within the State of Wyoming at such places as the Board of Directors shall designate. WSQG shall have and maintain within the State of Wyoming a registered agent whose business address is identical with the registered office of WSQG. The Board of Directors may, as it sees fit, change WSQG's registered agent.

Section 1.4 PURPOSE: The purpose of the WSQG is to unite those who love the quilter's art, to preserve the heritage of quilts and be a source of education.

ARTICLE II-Membership

Section 2.1 QUALIFICATIONS: Membership shall be open to all who love the quilter's art without regard for race, nationality, gender, age or religion. A member is one whose current dues are paid.

Section 2.2 MEMBERSHIP YEAR: The membership year shall be from January 1 through December 31.

Section 2.3 ANNUAL MEMBERSHIP MEETING: The Annual Membership Meeting of WSQG shall be held annually during Quilt Wyoming or as otherwise determined by the Board of Directors.

ARTICLE III-Dues and Fiscal Year

Section 3.1 DUES: Annual dues, which are non-refundable, shall be collected to meet the operation expenses of WSQG and will be reviewed by the Board of Directors as needed.

Section 3.2 PAYMENT: Dues shall be payable in advance on or before January 1 of each fiscal year. New member dues being paid after October 1 will carry over to cover the next year's membership.

Section 3.3 GRACE PERIOD: Members shall be allowed a 60-day grace period, after which time they will be removed from the membership roster.

Section 3.4 FISCAL YEAR: The fiscal year for WSQG shall be January 1 through December 31.

ARTICLE IV-Board of Directors

Section 4.1 BOARD OF DIRECTORS: The Board of Directors shall consist of all duly-elected officers and the Past President.

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Section 4.2 POWER OF THE BOARD: The business and affairs of WSQG shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of WSQG and lawful acts as are permitted by statute or by these Bylaws.

Section 4.3 NUMBER OF DIRECTORS: The WSQG Board of Directors shall be composed of thirteen (13) members. The number of Directors may be increased or decreased by action of the general membership; provided, however, a change in the number of Directors shall not alter the term of any incumbent Director.

Section 4.4 ELECTION OF DIRECTORS: An election of Officers shall be held at the Annual Membership Meeting; provided, however, that each regional director shall only be elected by members of her region.

Section 4.5 VACANCIES AND NEWLY-CREATED DIRECTORSHIPS: Vacancies on the Board of Directors shall be appointed by a majority vote of the Board of Directors. A Director appointed to fill a vacancy shall hold office until the expiration of the term of the vacant directorship being filled.

Section 4.6 REMOVAL OF DIRECTORS: A member of the Board of Directors may be removed from office with cause by vote of not less than three-fourths of the Board of Directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the charges preferred against her/him at least ten (10) days before such meeting. Three consecutive absences from meetings of the Board of Directors, without prior approval by the President, shall be deemed cause for removal.

Section 4.7 RESIGNATION: Any Director may resign at any time upon written notice to WSQG. Such resignation shall take effect at the time specified or immediately, if no time is specified. Acceptance of such resignation shall not be necessary to make it effective.

Section 4.8 QUORUM: A majority of the Board of Directors must be present, either in person or by proxy, for the Board of Directors to meet and conduct business.

Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, a vote of the majority of the Board of Directors present at a meeting, either in person or by proxy, at the time of such vote shall be the act of the Board.

Section 4.9 ACTION OF DIRECTORS WITHOUT A MEETING AND MEETINGS BY CONFERENCE BY TELEPHONE: Unless otherwise restricted by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting. A summary of actions will be presented at the next Board meeting, and the actions will be ratified and filed with the minutes of that Board meeting.

Unless otherwise restricted by law, the Articles of Incorporation or these Bylaws, any one or more of the Board may participate in a meeting by means of conference by telephone or communications equipment by which participants can hear each other. This shall constitute presence in person at the meeting.

Section 4.10 REGIONAL BOUNDARIES: The Board of Directors shall establish five (5) regions for administrative purposes, using the current State of Wyoming counties as regional boundaries. The regions shall be known as Southwest, Southeast, Northeast, Northwest and Central.

Section 4.11 COMPENSATION OF DIRECTORS; REIMBURSEMENT OF EXPENSES: The Board shall not pay any compensation for services rendered to the Board of Directors. Directors will be reimbursed for mileage to attend one meeting of the Board of Directors. Any other expenses must be budgeted in the current year's budget.

Section 4.12 PROXIES: When necessary and not as a matter of convenience, a Director (Board Member) may confer by proxy to another voting Director the authority to vote on such Director's behalf; provided, however, that a proxy may not be used more than two times during the term of a Director. Any proxy given

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must be evidenced by a writing and notice of said proxy shall be provided to the President prior to the meeting. Any proxy conferred shall be limited to the specific meeting for which the proxy is given.

ARTICLE V-Officers

Section 5.1 OFFICERS: The officers of WSQG shall be President, President-Elect, Past President, Secretary, Treasurer, Regional Directors, Membership Director, Patchwords Editor, and Directors-at-Large. These offices shall be held by a current member of WSQG, will exercise voting privileges at board meetings and may not simultaneously hold another office.

Section 5.2 TERM OF OFFICE: The term of office for President, Past President, and President-Elect shall be one (1) year. The term of office for Secretary and Treasurer shall be two (2) years, elected on alternate years. Each region shall have one (1) Director elected for two (2) years on alternate years. The regional Directors from the Central and Southwest districts shall be elected on even-numbered years and Northeast, Northwest, and Southeast districts in odd-numbered years. The Membership Director shall serve for two (2) years, elected on even-numbered years. The Patchwords Editor shall serve for two (2) years, elected on odd-numbered years. The term of Directors-At-Large shall be two (2) years. Officers shall be installed following election at the annual meeting. The President, President-Elect, Past President, Secretary, Regional Directors, Membership Director, *Patchwords* Editor and Directors-At-Large will assume duties immediately; and the Treasurer will assume duties at the beginning of the fiscal year, until the end of their term or until a successor is elected or appointed, or until death, resignation, or removal. The Secretary, Treasurer, Regional Directors, Membership Director, and Director-at-Large may serve only two terms consecutively. In the event that the Regional Directors are unable to find a replacement to run for office, an additional two-year term may be served. The Patchwords Editor may serve multiple consecutive two-year terms if re-elected.

The position of Regional Director may be filled by two members who serve as co-directors as long as both names appear on the ballot. Co-directors shall attend all Board meetings but shall be entitled to only one vote. Any member serving as a co-director shall be subject to the same "two consecutive term limit" imposed on single Regional Directors, it being the intention of the Wyoming State Quilt Guild that one person may not serve more than two consecutive terms whether they have served as a single director or a co-director or both. No more than two members may serve as co-directors. In the event one co-director does not complete a full term, the remaining co-director shall complete the term as a single Regional Director.

Section 5.3 POWERS AND DUTIES OF OFFICERS: Subject to control of the Board of Directors, all officers shall have authority to perform duties as may be directed by the Board.

- A. PRESIDENT:** The President shall serve as the chief executive officer of WSQG. The President shall preside at all meetings, and be subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise the affairs of WSQG in accordance with policies and directives approved by the Board of Directors.
- B. PRESIDENT-ELECT:** In the absence of the President or in the event of her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon the President. The President-Elect shall serve as chairman of the Nomination Committee and shall release a news release for the April *Wyoming Patchwords* promoting officers to be elected that current year at the annual meeting. The President Elect is responsible for obtaining the gift for the outgoing President.
- C. SECRETARY:** The Secretary shall be responsible for keeping accurate records of the proceedings of the Board and the Annual Meeting. The Secretary shall perform all duties associated with correspondence and duties customary to the office.
- D. TREASURER:** The Treasurer shall have custody of, and be responsible for, all funds and securities of WSQG, and shall deposit all monies in such banks or depositories as the Board of Directors

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designate. Whenever required by the Articles of Incorporation, these Bylaws, or the Board of Directors, the Treasurer shall render a statement of accounts. A review of the financial records shall be conducted at the end of each fiscal year, and at the end of the Treasurer's term by a board-approved third party. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of WSQG. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful promise of his or her duties as the Board of Directors may require and shall be reimbursed for associated expenses.

- E. PAST PRESIDENT:** The Past President shall serve on the Board of Directors, acting as advisor and parliamentarian. The Past President shall perform all duties incident to the office of Past President and duties assigned by the the Board of Directors.
- F. REGIONAL DIRECTORS:** The Regional Directors shall serve as liaisons between members of designated regions and shall represent those members objectively, conduct regular inspection of the quilt stands, and determine which need repair or discarded and report current inventory including any changes and document them in their Regional Director notebooks. ~~to the Properties Chair.~~ The Regional Directors shall foster and encourage membership and participation in WSQG, and perform such other duties assigned by the Board of Directors.
- G. DIRECTORS-AT-LARGE:** The Directors-at-Large shall serve on the Board of Directors as advisors, shall foster and encourage membership and participation in WSQG, and perform such other duties assigned by the Board of Directors. The Directors-at-Large shall coordinate Quilt Camp requests and act as the WSQG liaison with the Wyoming State Fair.
- H. MEMBERSHIP DIRECTOR:** The Membership Director shall encourage all persons interested in quilting to join and become active members of WSQG. The Director shall welcome new members, provide the password, distribute membership cards and pins to new members, and record member information and changes to the membership directory. The Membership Director shall provide that information to the newsletter editor for mailing Patchwords, the Quilt Wyoming brochure and other mailings, and to the Webmaster to upload the directory to the website.
- I. PATCHWORDS EDITOR:** The Patchwords Editor is responsible for soliciting and collecting information to create and publish the newsletter to keep membership and advertisers informed in both a printed and digital format. Advertisements and payment for ads are solicited. The Patchwords Editor shall assure that time-sensitive announcements are published such as Proposed Changes to Bylaws and Standing Rules, election sample ballots, calls for Golden Thimble nominations and membership renewal. All information shall be edited, proofread and subject to approval by the Patchwords Editor. The Patchwords Editor shall work with the printer to assure charges are reasonable and acceptable. The Patchwords Editor shall work with the Post Office to keep the non-profit bulk mail permit current and assure that the postal fee holding account has funds sufficient for mailing. The newsletter will be published six (6) times a year: February, April, June, August, October and December.

ARTICLE VI-Committees

Section 6.1 GENERAL COMMITTEE PROVISIONS: The Board of Directors may appoint committees as appropriate. Any such committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of WSQG. No Committee shall have power or authority in reference to the Articles of Incorporation or to repeal any action taken by the Board of Directors or take any action required to be taken by the Board of Directors under the Wyoming Non-Profit Corporation. Committee chairs shall attend meetings as requested by the Board of Directors.

Section 6.2 COMMITTEE VACANCIES; CHANGES; DISCHARGE: The chairperson of each committee, with the exception of the Quilt Wyoming Chair, shall be appointed by the President. The Board may modify the duties or discharge the chairperson. The chairperson serves at the pleasure of the Board. The Quilt Wyoming Chair is selected by members of the Quilt Wyoming regional committee.

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Section 6.3 COMMITTEE RECORDS: Detailed records shall be kept of each committee's activities. An annual written report shall be provided and filed with the secretary.

Section 6.4 STANDING COMMITTEE PROVISIONS: -The chairperson shall submit a committee report at all board meetings. The standing committee chairperson shall and may exercise all power and authority of the Board in management of the business and affairs of WSQG. They will not have voting privileges. The standing committees are *Books for Libraries, Historian, Archives Director, Quilt Wyoming, Properties* and *Webmaster*.

Section 6.5 PURPOSES AND DUTIES OF STANDING COMMITTEES:

A. BOOKS FOR COUNTY LIBRARIES: The Books for Libraries Chairperson shall foster the education of quilting through literature. The Chairperson shall select three to four (3-4) quilting reference books, present the selections to the Board for final selection and purchase and distribute the book(s) to the county libraries.

B. HISTORIAN: The Historian shall handle historical materials and ensure they are properly archived. The historical materials shall be displayed at the annual meeting.

C. ARCHIVES DIRECTOR - The Archives Director shall ensure all historical documents from WSQG and quilting events around the state are properly placed in the Wyoming State Archives under the Wyoming State Guild Collection. A monthly report is not required but an annual report shall be made to the board at Quilt Wyoming.

~~**D. PROPERTIES:** The Properties Chairperson shall maintain a current inventory of all items purchased or acquired by WSQG. The Properties Chairperson shall maintain basic records and keep them up to date. The Properties Chairperson shall make available any items for sale by WSQG to the members at Quilt Wyoming.~~

D. E. WEBMASTER: The Webmaster shall manage WSQG's website. The Webmaster shall create, maintain and update the website.

E. F. QUILT WYOMING: The Quilt Wyoming Chairperson shall oversee all aspects of hosting Quilt Wyoming. This includes but is not limited to selecting national and regional instructors, selecting a location and facilities, creation of an Opportunity Quilt and Challenge Contest, publicity of the event, and arranging for vendors and a quilt show.

ARTICLE VII-TRANSACTIONS OF WSQG

Section 7.1 CHECKS; NOTES; CONTRACTS; DEPOSITS: The Board of Directors shall determine who shall be authorized on WSQG's behalf to (a) sign checks, drafts and other orders for payment of money; (b) sign acceptances, notes or other evidences of indebtedness; (c) enter into contracts; or(d) execute and deliver documents and instruments. All funds of WSQG shall be deposited to the credit of WSQG in banks, trust companies and other depositories that are selected by the Board of Directors. WSQG will comply with all current banking regulations.

Section 7.2 EXPENDITURES: The Board of Directors is authorized to expend WSQG funds to fulfill the purpose of WSQG. A year-to-date financial statement shall be available for review by members on the WSQG website. If a new budget item (line item in financial statement) exceeds \$3,000.00, membership approval is required.

Section 7.3 DISTRIBUTION OF ASSETS ON DISSOLUTION OF WSQG: Upon dissolution of WSQG, its assets shall be distributed in accordance with the Articles of Incorporation and the laws of the State of Wyoming.

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ARTICLE VIII-Amendments

Section 8.1 AMENDMENTS: Any member may propose an amendment in writing to the Board of Directors of WSQG. An amendment to the Bylaws shall be recommended to the general membership by a majority vote of the Board of Directors. Amendments shall be brought before the membership during the Annual Meeting and shall be published by newsletter, internet or postal mailing no less than two weeks prior to that meeting. The amendments to be adopted shall require a majority vote of members of WSQG present at the Annual Meeting.

Section 8.2 REVISION OF BYLAWS: A committee will be appointed by the President to review the Bylaws every odd numbered year.

ARTICLE IX-Parliamentary Authority

Section 9.1 PARLIAMENTARY AUTHORITY: Robert's Rules of Parliamentary Procedure shall be the parliamentary authority followed when conducting business at Board meetings and Annual meetings.
