

EMPIRE QUILTERS, INC

Rules and Regulations

Preamble

EMPIRE QUILTERS began in October 1982 and in June, 1988 was incorporated as **Empire Quilters, Inc.**, a non-profit organization founded to preserve and promote the understanding of all aspects of quilting among the general public and to foster good fellowship among persons in the greater New York area interested in the art of quilting.

We have a continuing commitment to raising the level of appreciation of quilts among the general public, to using our talents in service to our community, and to the exchanging of our skills, ideas and visions with one another.

EMPIRE QUILTERS is and shall continue to be Chapter 494 of the National Quilting Association, a national group for preserving and enhancing quilt history and quilt making.

Specific information about the Guild meetings, workshop fees and merchandise is available in the *New Members Handbook*.

BY-LAWS OF EMPIRE QUILTERS, INC

ARTICLE I – Name and Purpose

Section 1. The name of this corporation is **EMPIRE QUILTERS, INC.**, hereinafter called the “THE GUILD.”

Section 2. The purpose of the Guild shall be to foster the art of quilt making and to encourage a high standard of design and technique in all its various forms.

a. The Guild is formed as a not-for-profit corporation.

All officers and board members shall be unpaid volunteers and no profit shall accrue to them. However, reimbursement for expenditures made or reasonable compensation for services rendered shall not be deemed to be distribution of income or principal as designated in the Articles of Incorporation.

b. Distribution of Assets on Dissolution.

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or by operation of law, the property or other assets of the Corporation, or any proceeds thereof, shall be distributed to such non-profit organizations, which shall have received notice of exemption from federal income taxes under section 501 (c) (3) of the Code or the corresponding section of any future tax code as the members of the

Corporation, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the members of the Corporation.

ARTICLE II – Officers and Board of Directors

Section 1. The Board of Directors shall consist of the Executive Officers (as set forth below) plus the chairs of the standing committees numbering no less than 5 and no more than 30 to be elected by the membership. The Board shall manage the affairs of the Guild and shall present all major recommendations for approval of the membership.

- a. Executive Officers shall consist of at least a President, First Vice President, Second Vice President, Secretary and Treasurer who are directly elected by the membership. If necessary, any of these offices may be shared by two people. However, the President cannot share Secretary Position. Each Executive officer shall be elected for a term of two (2) years, but shall serve not more than two (2) consecutive terms in the same office. Unexpired terms shall be filled to their expiration date through appointment by the President with the approval of the Board of Directors. An Executive Officer may also serve as chair of a standing committee.
 - i. In order to reduce the risk of not being able to fill all Executive Officer positions in one year, and to support smooth management transitions, elections for President, First Vice President and Treasurer will alternate annually with elections for Second Vice President and Secretary. A one-time, one year extension is granted by majority vote of the general membership in February 2009, extending the terms of Second Vice President and Secretary to run through the 2009 – 2010 Guild year, with terms ending in June 2010.
- b. The chairs of the standing committees shall be members of the Board of Directors, shall have the right to vote on Guild affairs and serve terms of two (2) years. Unexpired terms shall be filled through appointment by the President with the approval of the Board of Directors.

Section 2. Duties of the Officers

- a. The President shall preside at meetings of the Guild and the Board of Directors; shall be an ex officio member of all committees; shall arrange vendors for meetings and sign contracts with them; sign and negotiate a lease for meeting facilities; and shall perform such other duties as are incidental to the office.

- b. The First Vice President shall, in the absence of the President, perform all the President's duties and be next in line for the office. The First Vice President shall serve as liaison to committees as determined by the Executive Officers.
- c. The Second Vice President shall assist and support the President and First Vice President; shall be the Guild contact in case of emergencies, and shall be the liaison to committees as determined by the Executive Officers.
- d. The Treasurer shall act as custodian of the funds, collect dues and fees present a proposed yearly budget at the first meeting in September for a vote and the approval by the Board and membership in October and publish a financial report each month in the newsletter for with a finalized account published in the September newsletter. The Treasurer shall be responsible for the keeping of all financial records and shall be responsible for remitting dues and other financial obligations to any organizations with which the Guild may be affiliated. The Treasurer shall be responsible for collecting vendor fees and any fees from sales made by members at a meeting. The Treasurer shall be responsible for the payment of services rendered by any individual or organization that has been engaged by the Guild for the purpose of a lecture or workshop. The Treasurer shall follow the regulations of IRS, as well as state and local regulations, with respect to the operation of a non-profit organization. The Treasurer shall serve as liaison to committees as determined by the Executive Officers.
- e. The Secretary shall keep minutes of all meetings of the Board of Directors and shall distribute to members; publication on the Guild website is permissible. They shall also perform all duties usual to the office. The Secretary shall act as liaison to committees as determined by the Executive Officers.

Section 3. Impeachment

Directors may be impeached for any of, but not limited to, the following:

- a. Misuse of Guild funds.
- b. Misuse of Guild non-profit status, i.e. tax exempt certificate.
- c. Using Guild roster list without permission.
- d. Misrepresenting the Guild within the quilting community.

Any Director and/or officer 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 2/3 of a majority of the directors present, provided that fifteen days' notice in writing shall have been given the incumbent.

Section 4. Meetings of the Board

Board meetings will be called at the discretion of the President with 14 days prior notice to the members of the Board.

ARTICLE III - Membership

- Section 1. Active membership in the general category shall be open to all interested persons on the payment of annual dues. The Guild is open, without discrimination, to all men and women, all ages, all races, etc., interested in quilting and quilt making of all kinds. Members are encouraged to be as active in the Guild as possible, for example, by joining a committee, leading a focus group, providing gifts for the raffle, hospitality for new members, presenting at show and tell, etc. As a not for profit organization, EMPIRE QUILTERS is dedicated to charitable works. Members are strongly encouraged to contribute quilts and other items.
- Section 2. Senior membership is offered to any person 65 years of age or older interested in the art of quilting upon payment of prorated annual dues as set by the Board of Directors.
- Section 3. The Board may conferred Honorary Membership on any person for whom the Guild wishes to express its respect and gratitude for services rendered to the organization.
- Section 4. Membership may be revoked for cause, including, but not limited to misappropriation of Guild funds or property, disruptive behavior, etc., by the Board of Directors. The member will be notified in writing no less than ten days prior to the Board meeting at which a vote to revoke membership will be taken, and the member will be permitted to address the Board of Directors before the vote. The member shall be removed following an affirmative vote of 2/3 of a majority of the directors. Written notification of the Board's decision will be sent to the member within ten (10) days following the vote.

When membership is revoked any dues paid are forfeited. The person is no longer permitted to participate in any guild-sponsored activities, including meetings, focus groups, workshops, trips, etc. A 'Do Not Permit' list, identifying persons whose membership was revoked, will be maintained by the Membership Committee for use by those managing attendance at Guild activities.

ARTICLE IV - Meetings of the Membership

- Section 1. Regular meetings shall generally be held on the 2nd Saturday of the month from September through June of each year. There are no meetings in July and August.
- Section 2. The Annual meeting shall be held in May of each year to elect the new Directors.

ARTICLE V - Membership Dues

Section 1. Annual membership dues (for membership term from September to August), of an amount specified by the Board of Directors and approved by the membership, shall be payable beginning in May to the October meeting. Members in arrears beyond that time will be dropped from the membership roster. There shall be no pro-rated membership dues.

Section 2. A guest fee to be set by the Board of Directors shall be charged to each non-member attending a meeting. A guest fee shall not be charged when the person joins the Guild at such meeting.

ARTICLE VI - Expenditures

All expenditures over \$50 and under \$500 payable on behalf of the Guild by any member, officer or member of the Board must be approved by the President, First Vice President and Treasurer who will constitute the Finance Committee. All non-budgeted expenditures over \$500 must be approved by the Board of Directors and the membership.

ARTICLE VII - Duties of the Committees

Committees may be appointed as needed. A new committee proposal shall be presented to the Board of Directors and require a majority vote to be activated.

The Nominating Committee shall consist of two (2) members of the Board of Directors and up to two (2) interested members from the general membership. The Nominating Committee shall be appointed by the President in a timely manner to present a slate of nominees for Executive Officers and a Board of Directors in April for election at the May meeting.

Section 1. Selection of Standing Committee Chairs

Chairs of the Standing Committees are proposed by the Nominating Committee and elected by the membership. In the event a chair cannot fill out the term of office, the President will appoint a new chair to be ratified by the Board of Directors to fill the term of office. Chairs of the standing committees shall include, but not be limited to, the following (*in alphabetic order*): Focus Groups, Historian/Archivist, Hospitality/NQA Chapter Coordinator, Librarian, Membership, Newsletter, Programs, Service Projects, Share Table, Show, Show and Tell, Trips, Ways & Means, Website, and Workshop.

Section 2: Duties of the Standing Committees

Focus Groups Chair is charged with arranging instruction of various techniques of quilting by members for members without charge at monthly meetings. The Chair shall find instructors; coordinate scheduling at monthly meetings; report on which groups are available; and keep members posted on activities.

Historian/Archivist Chair is expected to maintain a complete file of the Newsletters of the Guild; all papers relevant to the Guild's history and incorporation; and to maintain the Guild scrapbook of Show and Tell quilts and show quilts which will be available to the membership upon request.

Hospitality/NQA Chapter Coordinator will see that guests and new members are introduced to the membership, seated with a group at the meeting and generally offer the Guild's hospitality so that they feel comfortable and welcome. The Chair will give the *New Member's Handbook* to all new members. Upon notification of major events in a member's life, the Chair will send a suitable card on behalf of the Guild. As NQA Coordinator, the Chair will process all necessary information from NQA to the Guild and back.

Librarian Chair will acquire books and videos on quilting, by donation or purchase, to provide informational materials for use of members. Librarians shall make such materials available at monthly meetings. The Librarian will also keep records and collect lending fees, remitting same to the Treasurer.

Membership Chair shall keep the membership roster, record all changes of names, addresses and telephone numbers and coordinate the payment of dues with the Treasurer. In addition, the chair is responsible for the preparation of an annual membership roster, and updates, to be made available to the membership annually upon closing of yearly membership registration.

Newsletter Chair Editor is to edit and arrange for the publication and distribution of a newsletter from the Guild every month from September through June containing announcements of the next meeting and any other information of interest to the Guild. Information for the newsletter is to be submitted by the membership to the Newsletter Editor. The newsletter shall be provided to the Website Chair on a timely basis. A committee member shall be appointed Newsletter Advertising Coordinator to solicit advertising for the newsletter; submit it to the Newsletter Editor in a timely fashion; and coordinate payment with the Treasurer.

Program Chair is charged with arranging to have lecturers, classes and other forms of activities at monthly meetings. The Chair will coordinate with the Workshop Chair.

Service Projects Chair will coordinate the Guild's charity projects which include preparing quilt tops and toys for distribution to various hospitals, nursing homes, and hospices chosen by the membership.

Share Table Chair will arrange donated fabric at the monthly meetings, will coordinate sale of same and hand over the collected fees to the Treasurer.

Show Chair will be in charge of planning and executing all aspects of the bi-annual quilt show. Chair will present a budget to the Board of Directors and membership for their approval.

Show and Tell Chair will coordinate and announce the presentation of quilt works by participating members at the monthly meetings.

Trips Chair will seek out and locate quilt outings and coordinate all aspects of transportation, admissions, accommodations (if necessary), and arrange to publicize the event.

Ways and Means Chair is charged with raising funds through flea markets and other fund raisers to augment the Treasury.

Website Chair will maintain the website, making sure that all the latest information about the Guild is included on it.

Workshop Chair will arrange workshops in conjunction with the Program Chair. The Chair will arrange for the workshop space and establish the workshop fees.

ARTICLE VIII - Amendments

These Rules and Regulations may be altered, amended or repealed, and new Rules and Regulations be adopted at any business meeting of the Guild by a majority vote of the members present or in any fashion permitted by the New York Non-profit Corporation Law.