

Front Range Modern Quilt Guild By-Laws

Article I: Name, Purpose and General Matters

1.1 Name: The name of the organization is the Front Range Modern Quilt Guild, also referred to as “The Guild” or “FRMQG”.

1.2 Purpose: The Guild is a volunteer run, not-for-profit association whose purpose is to:

- Meet monthly to develop and encourage the art of modern quilting.
- Work with other guilds and groups with a similar purpose.
- Encourage new quilters and other fiber artists interested in nontraditional projects.
- Offer educational opportunities through classes, workshops, retreats and sharing of information.
- Support and provide opportunity for “charity” or other works that give back to the community through the use of modern quilting skills.

1.3 Location and office: The Guild will maintain a mailing address within the state of Colorado, which will be that of the registered contact. The registered contact may be the president, vice president or treasurer. It shall be the responsibility of the Members of the Board to determine the registered representative each year and to inform legal and taxing authorities of any changes as they occur.

1.4 Powers: Members and Officers of The Guild are subject to adherence to these Bylaws.

1.5 Fiscal Year: The fiscal year begins on January 1 and ends on December 31 of each year.

1.6 Annual Meeting: The January meeting of The Guild will be considered the Annual Meeting where the Budget is presented for approval of members and the President and Treasurer deliver reports.

1.7 Election of Officers: Officers will be elected annually at the January meeting. Candidates will be solicited during the month of November both through electronic communications and at the November meeting.

1.8 Privacy: Member information is for the purpose of The Guild business only and every effort will be made to protect the privacy of individual members. Personal information of members will never be offered for sale or otherwise to non-authorized parties.

1.9 Rules of Order: All regular monthly Guild meetings, leadership meetings and officer meetings will be conducted in accordance with Robert’s Rules of Order unless specifically excluded by these Bylaws.

1.10 Non-Discrimination: No person may be denied membership to The Guild or be denied participation in any Guild events or activities because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Article II: Members

2.1 Membership: Membership is open to anyone who agrees to the purposes of this Guild, and is granted upon completion of membership application and payment of dues.

2.2 Dues: Dues are set annually by the Members of the Board and are announced through the Guild website and email. If a member withdraws from The Guild, dues will not be prorated or refunded. Dues for continuing members must be received annually to remain in good standing. The Members of the Board have the authority to authorize payment arrangements on a case-by-case basis. Prospective members may attend their first meeting at no charge. New members must pay their dues by the time of their second meeting. Renewal dues for continuing members will be due on the first of the month following the anniversary of joining. Renewal not paid by the first of the second month following will constitute the end of membership, and their guild and website access will be limited.

2.3 Meetings: The Guild will hold regular monthly meetings that generally include business, show & tell, presentations and open sew time. The Members of the Board will schedule times and locations which are posted to the Guild website. Members attend meetings free of charge as a benefit to their paid membership. Guests may attend one meeting free of charge.

2.4 Voting: Paid members in good standing receive one vote towards election of officers, budget, bylaws & bylaw amendments and Guild matters not determined by the Members of the Board. Decisions shall be decided by the majority of members present at the meeting. Each member is entitled to one vote on each matter. Voting shall be by voice, show of hands, or ballot. If a member is not able to be present for the vote, the member may express their vote by email (sent to a specified officer) prior to the meeting.

2.5 Revocation of Membership: Membership may be revoked in cases of actions that threaten the nonprofit status of The Guild. Membership may also be revoked for violating policies set by the hosting meeting space or by participating in any activity related to The Guild that is blatantly criminal. In instances of verbal harassment or disruptive conduct during meetings the Members of the Board will attempt conflict resolution but may revoke membership if resolution cannot be reached.

2.6 Code of Conduct: The success of The Guild is dependent on the trust and confidence earned from the guild members and individuals of the greater quilting community. The guild gains credibility by adhering to its commitments and displaying honesty and integrity in all it does. The proof of this success is in the actions of the guild and the actions of its members. This Code of Conduct applies to all FRMQG members [those that have paid the annual membership fee], to all guests [those that are sponsored by The Guild; those that are attending meetings, events, and/or retreats as non-member individuals], and to all third-party service providers in face-to face contact with others as representatives of the Front Range Modern Quilt Guild.

All members and guests deserve to be in an environment where they are treated with dignity and respect for their person, opinions, and points-of-view. FRMQG is an equal opportunity organization committed to providing an environment that is free of discrimination of all types, and free of abusive, offensive, or harassing behaviors. Individuals should always act with fairness, honesty, integrity and openness; respect the opinions of others and treat all with equality and dignity without regard to gender, race, color, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age, or sexual orientation. Any member or guest who feels harassed or discriminated against at FRMQG meetings, sponsored events, and/or retreats should report the incident to a member of the leadership

team or supervising committee.

All members and guests should feel comfortable to speak their minds, particularly with respect to ethics concerns. The leadership team will investigate instances of questionable, abusive, offensive, harassing, or unethical behavior, and will take appropriate action. FRMQG will not tolerate retaliation against members or guests who raise genuine concerns in good faith. Such behavior will result in membership review and/or revocation.

Sexual harassment is conduct, comment, gesture or contact of a sexual nature that one would find to be unwanted or unwelcome by any individual, or that might, on reasonable grounds, be perceived by that individual as placing a condition of sexual nature on participation in FRMQG meetings, sponsored events, and/or retreats. Personal harassment means conduct whether verbal or physical that is discriminating in nature, based upon another person's race, color, ancestry, place of origin, political beliefs, religion, marital status, physical or mental disability, sex, age or sexual orientation. It is discriminatory behavior, directed at an individual, that is unwanted or unwelcome and causes substantial distress in that person and serves no legitimate guild-related purpose. The Front Range Modern Quilt Guild has a zero tolerance policy with respect to Personal /Sexual Harassment. Personal/Sexual Harassment in any form is strictly prohibited and may be grounds for membership revocation.

Leadership will record Code of Conduct violations and take statements of the incident from all parties involved. In cases of ongoing incidents that predate guild membership, the adoption of the Code of Conduct, and/or involve outside instances of abuse, harassment, and/or offensive behavior [those not occurring at FRMQG meetings, sponsored events, and/or retreats], only statements relating to the incident at hand will be considered. In cases of incidents that occur in a private sphere [those on social media outlets, on personal blogs, and via personal mail or telephone] that effect the environment of FRMQG meetings, sponsored events, and/or retreats, and/or the ability of members or guests to participate in FRMQG meetings, sponsored events, and retreats, leadership will take into consideration these incidents when determining a resolution, up to and including revocation of membership.

Revoked memberships will not be refunded the cost of the annual membership but will be refunded any current deposits for upcoming FRMQG sponsored events, swaps, and/or retreats. Revoked memberships are not eligible for reapplication to the guild for 24 months from the date of revocation. Individuals that have revoked memberships are not welcome at FRMQG meetings, sponsored events, and/or retreats for the first 24 months following the date of membership revocation. Any individual with a revoked membership within the first 24 months following the date of membership revocation that knowingly violates this policy is subject to removal from the venue of the FRMQG meeting, sponsored event, and/or retreat and may be subject to arrest.

Observance of the Code of Conduct is fundamental to the activity and reputation of the Front Range Modern Quilt Guild. It is essential that all members, guests, and third-party service providers adhere to this Code. Members will certify their understanding of this Code by checking the appropriate box on the Membership Application and will certify continued adherence to this Code by the act of renewing their membership annually.

Article III: Officers (also known as Members of the Board)

3.1 Officers: The Officers shall consist of President, Vice President, Secretary and Treasurer. Each officer must be a member in good standing for the entire term. Officers must understand and adhere to The Guild's purpose.

3.2 Nominating Committee: A nominating committee will be formed under supervision of the Officers 90 days prior to elections, and candidates will be solicited beginning 60 days prior to elections. The committee will solicit nominations from the Members and Members may offer themselves as candidates.

3.3 Election of Officers: Officers will be elected by votes cast by active members, and voting will take place electronically prior to the January meeting. Should a nominee be unopposed, they shall be elected by acclaim unless a majority opposition appears from the membership.

3.4 Installation of Officers: Officers will be officially installed at the January meeting for the term of one year, unless re-elected. All books and papers regarding The Guild shall be delivered to the new Officers before the leadership meeting following the elections.

3.5 Term of Office: The normal term of office shall be one year. An officer appointed to fill a vacancy will serve until the end of the fiscal year. There shall be no limit to the number of terms served.

3.6 Filling of Vacancies: An Officer may resign at any time. Any Officer position with the exception of President can be appointed by the Members of the Board. The Vice President will fill in for President until Elections can be held.

3.7 Powers and Duties: Officers must attend a majority of the regular monthly membership meetings. Non-voting officers are encouraged, but not required, to attend leadership meetings. Specific Powers and Duties for all positions shall be determined by the Members of the Board at the start of each term with these exceptions:

3.71 The President shall lead general and leadership meetings and act as agent for service in legal matters. The President may delegate meeting responsibilities, as necessary, to the vice president or another officer. The president may delegate execution of documents and contracts per Article VI.

3.72 The treasurer is responsible for filing or delegating all tax matters.

3.8 Meetings of the Board. The leadership team consisting of all officers and non-voting leaders shall meet to consult and transact necessary current matters at such times as are convenient to all required attendees. A leadership meeting may meet concurrently with an officer meeting. A quorum for a leadership meeting shall be three (3) officers of which at least one shall be an officer, or Member of the Board.

3.9 Conflict of Interest Policy: Board members should recuse themselves from voting in matters in which there is a conflict of interest.

3.10 Officer Benefits: The Officers consisting of President, Vice President, Secretary and Treasurer, who are members in good standing with the guild, will each receive 2 Vouchers for use during their term of service. Vouchers are good for priority sign-up to FRMQG sponsored events, swaps, or retreats. There is no discount associated with Vouchers. If a Voucher is used and that individual is not able to attend, the Voucher is lost if other participants were not able to attend due to limited space. Giving at least 48 hours' notice to the appropriate FRMQG sponsored event, swap, or retreat coordinator will refund the Voucher. Vouchers are awarded at the beginning of a term and are non-transferable for consecutive terms or to other members.

Article IV: Members of the Board

4.1 Members: President, Vice President, Secretary and Treasurer and one or more At Large representative selected from among the other officers.

4.2 Powers: As directed by these Bylaws, the Members of the Board will be responsible for managing the business and affairs of The Guild.

4.3 Meetings: The Members of the Board shall meet a minimum of two (2) times per year on a schedule that is agreed upon by the Board. Changes to the meeting time or place must be announced seven (7) days in advance by either electronic communication or oral communication with the exception of emergencies. All officers shall be invited, and expected, to attend.

4.4 Quorum: At all meetings of the Board, three (3) of the members must be present to constitute a quorum for the transaction of business. If the quorum is not met, the meeting may be immediately adjourned and rescheduled.

4.5 Voting: A majority of the officers present at a meeting where the Quorum is met will constitute an affirmative vote. Voting privilege at any Board meeting may be extended to other non-voting officers present at the pleasure of the Members of the Board.

4.6 Electronic and Alternative Meeting Forms: Members of the board may use alternative meeting forms including, but not limited to electronic, conference calls, email exchanges, etc.

Article V: Committees & Positions

5.1 Ad Hoc & Standing Committees & Positions: Committees and positions are created to assist the Members of the Board in carrying out activities and responsibilities of The Guild. These positions are considered non-voting members of the leadership team. Suggested committees and positions may include, but are not limited to:

- Membership/New Member Coordinator
- Programs
- Web Manager
- Photographer
- Retreats Coordinator
- Community Service/Charity
- Swaps & Challenges
- Nominating

5.2 Creation of Committees & Positions: Committees & positions can be suggested by any member. The Members of the Board may officially create a committee.

5.3 Dissolution of Committees and Positions: The Members of the Board may officially dissolve a committee and may officially dissolve any position except president, vice president, secretary and treasurer.

5.4 Chairpersons and Members: Any member of The Guild in good standing can belong to one or more committees at any one time. Chairpersons will be appointed by the Members of the Board.

5.5 Chairperson Responsibilities: The Committee Chairperson is responsible for the general supervision of the committee and its membership. The Committee Chairperson is responsible for providing the President written, verbal or electronic reports of pertinent information after significant events and for notifying the Members of the Board immediately of any grave concerns or issues.

5.6 Term: The Members of the Board will determine the term for the Committee and Committee Chairperson.

5.7 Resignation and Removal of Committee Chairpersons: The Members of the Board may remove a Committee Chairperson unable to carry out their duties and may appoint a replacement Committee Chairperson. The Committee Chairperson may resign at any time.

5.8 Meetings: Each Committee may meet as needed and set its own rules for quorums and voting.

5.9 Financial Affairs: Each committee will work with the Treasurer. At no time should the committee be considered independent of The Guild, nor fail to submit money or expenses to the Treasurer.

5.10 Committee & Position Benefits: The Committee Coordinators consisting of Membership, Web Manager, Photographer/Historian, and Programs, who are members in good standing with the guild, will each receive 1 Vouchers for use during their term of service. Vouchers are good for priority sign-up to FRMQG sponsored events, swaps, or retreats. There is no discount associated with Vouchers. If a Voucher is used and that individual is not able to attend, the Voucher is lost if other participants were not able to attend due to limited space. Giving at least 48 hours' notice to the appropriate FRMQG sponsored event, swap, or retreat coordinator will refund the Voucher. Vouchers are awarded at the beginning of a term and are non-transferable for consecutive terms or to other members.

Article VI: Execution of Documents

6.1 General: The Members of the Board will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.

6.2 Contracts: The Members of the Board have the power to execute contracts on behalf of The Guild and to delegate such power to others on a case-by-case basis.

Article VII: Treasury

7.1 Guild Funds: All funds delivered to The Guild will be deposited in The Guild bank accounts and electronic payment accounts, such as PayPal as soon as is reasonably possible. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of The Guild.

A current or former member of the Members of the Board will be designated as the back up to the Treasurer for purposes of signing checks or transacting bank business.

7.2 Treasurer's Report: A Treasurer report will be given:

7.21 At the January meeting

7.22 Whenever significant financial changes occur and

7.23 At the request of the Members of the Board.

7.3: Budget Adoption: The Members of the Board will approve a budget on a yearly basis at the first leadership meeting of the year.

7.4 Treasury Review: The Treasurer shall, if financially feasible, post all financial transactions to a shareable online document site that can be viewed by any Officer who requests it. The Officer should contact the Treasurer so that accounts may be brought up to date. Any Officer may request to see the bank and online account statements at any time. Any member may request to view these documents as well, but it will not be made available online.

Article VIII: Indemnification and Insurance

8.1 Indemnification of Officers, Members, and Volunteers: The Guild may purchase indemnity insurance as needed for Guild business.

8.2 Insurance: The Guild may purchase and maintain Directors and Officers insurance for any Member of the Board who so requests.

8.3 Fidelity Bond: The Guild may purchase and maintain a Fidelity Bond when non-profit status is achieved.

Article IX: Amendment

9.1 Amending the Bylaws: The Members of the Board may propose an amendment to these Bylaws at any time. The proposed amendment must be electronically proposed via The Guild's website or via email two (2) weeks prior to a regular meeting. Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

Article X: Dissolution

10.1 In the event The Guild is dissolved, all funds and goods owned by the Guild shall be donated to one or more nonprofit organizations as voted and agreed upon by the membership. The organizations considered should be those with a focus on quilting or fabric arts or be organizations that have been recipients of Guild charity quilts.

Adopted by a vote of the Guild on January 17, 2015

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