

**BYLAWS OF
ROCKY MOUNTAIN CREATIVE QUILTERS
ADOPTED _____**

Article I. Name

Section 01. The name of this organization shall be the **ROCKY MOUNTAIN CREATIVE QUILTERS**, also known as **RMCQ**.

Section 02. The Rocky Mountain Creative Quilters Guild shall be a not for profit organization; registered as an 501(c)(3) public charity with the Internal Revenue Service. All business and activities of this organization shall be conducted as to be consistent with the requirements for a not for profit organization.

Article II. Purpose

The purpose of this organization shall be:

- 1) To expand and promote the art of contemporary quilting and fiber arts.
- 2) To develop and contribute to innovation in quilting.
- 3) To provide a forum which supports quilters of all skill levels.
- 4) To expand the knowledge of contemporary quilting through education.
- 5) To contribute to community education and appreciation of the art of quilting.
- 6) To provide community outreach projects available for member participation.

Article III. Membership

Section 01. Members

1) A member of the Rocky Mountain Creative Quilters is a person whose dues are currently paid. Members are encouraged to take an active part in the Guild functions. Only current members may vote; hold office; receive a roster, and have library privileges.

2) No member shall use the name, email or mailing address of Guild members for selling or solicitation of goods or services, or for any commercial purpose. The list is for internal use by Guild members only. Any other use is strictly prohibited.

3) Membership shall not be restricted on the basis of race, nationality, sex, age or religion.

4) If a member wishes to submit a vote by mail-in ballot, they may provide a request in writing to the Advisory Board, prior to the election.

Section 02. Dues

1) The Advisory Board shall recommend the amount of annual dues. Approval of any change to the dues shall be by vote of the membership at a regular Guild meeting. An announcement of the proposed dues and pending vote shall be published in the guild newsletter proceeding that meeting. To pass a proposal, a quorum of 1/3rd of the membership must be present, with passage requiring a majority vote.

2) The fiscal year for this organization is January 1 to December 31. Dues are payable by January 1.

3) New members joining after July 1 shall pay one-half (1/2) of the annual dues for the remainder of the year.

4) The Advisory Board may waive payment of dues or institute a sliding scale in case of financial hardship.

5) No member shall be able to have dues waived in exchange for services or purchases made in kind for the Guild. These services or purchases must be made as a separate transaction from payment of dues.

Section 03. Scholarships The Advisory Board may grant scholarships to events (e.g.: classes,

retreats, etc.) sponsored by the Guild.

Article IV. Officers, The Executive Board of Directors and the Advisory Board

Section 01. Elected Officers

The elected officers shall be: President, two Vice Presidents of Programs/Workshops, Treasurer, and Recording Secretary. These officers comprise the **Executive Board of Directors**. When critical decisions need to be made between regularly scheduled Advisory Board meetings, the Executive Board of Directors has the authority to make those decisions if a favorable vote of four members is met. No member shall hold more than one elected office at one time.

Section 02. Term of Office for Elected Officers

The President, the Treasurer, and the Recording Secretary shall serve a term of one year, which will commence at the installation of officers. The two vice presidents of Programs/Workshops shall each serve a two year term. The first year after the ratification of these by-laws, one Vice President shall be elected to a one year term. A second Vice President shall be elected to a two year term. This will create a staggered election cycle for the terms of the two Vice Presidents. Thereafter, the office of Vice President will be a two year term, each elected in alternating years, to commence at the installation of officers.

Section 03. Appointed Board Members

The **Appointed Board** members shall be the committee chairs and such other members as the Advisory Board shall deem desirable. The term of office for the Appointed Board Members shall begin with the installation of Elected Officers and end with the installation of the new Elected Officers the following year.

Section 04. The Advisory Board

The **Advisory Board** of RMCQ shall be comprised of the Executive Board of Directors and the Appointed Board members. Each officer, committee chair and board member is expected to attend all of the Board meetings during their term of office. The Advisory Board shall meet once a month. Each member has only one vote, even if the member holds more than one position on the Advisory Board. Guild members are welcome at all Advisory Board meetings.

The Advisory Board of RMCQ shall review and approve all proposed programs sponsored by the guild. Advisory Board approval is necessary before any contract commitment.

Section 05. Duties of Officers

1) The President:

- 1a. Shall preside at all Executive Board of Director meetings, Advisory Board meetings and guild general membership meetings,
- 1b. Shall be an ex-officio member of all committees except the Nominating Committee,
- 1c. Shall sign contracts and financial papers on behalf of the organization as directed by the Advisory Board,
- 1d. May sign checks,
- 1e. Shall make appointments and establish committees,
- 1f. Shall oversee all activities of the Guild, and
- 1g. Shall transfer all records of the office to the succeeding President as soon as possible but no later than October 1.

2) The Vice Presidents:

- 2a. Shall work jointly to fulfill the duties of the office of Vice President,
- 2b. Shall assume the duties of the President in her/his absence,

- 2c. Shall assume the office of the President in case of a vacancy in the office,
- 2d. Shall perform other duties as requested by the Executive Board and/or the Advisory Board,
- 2e. Shall schedule and obtain signed contracts for programs and workshops as directed by the Advisory Board,
- 2f. Shall oversee the program and facility needs for those programs and workshops,
- 2g. May sign checks, and
- 2h. Shall transfer all records of the office to the succeeding Vice Presidents as soon as possible but no later than October 1.

3) The Treasurer

- 3a. Shall prepare and submit a yearly budget,
- 3b. Shall maintain the financial records for the Guild,
- 3c. Shall make monthly reports, including a projected cash flow, to the Advisory Board,
- 3d. Shall make financial reports available to members upon request,
- 3e. Shall receive all monies of the organization and deposit these monies promptly in the bank selected by the Advisory Board,
- 3f. Shall accept reimbursement forms with proof of expenditure,
- 3g. Shall make disbursements as directed by the Advisory Board,
- 3i. May sign checks,
- 3h. Shall receive income and issue a receipt for money accepted upon request,
- 3j. Shall issue a receipt upon request for donations,
- 3k. Shall prepare and submit any tax forms required of the organization,
- 3l. Shall present report for yearly financial review, and
- 3m. Shall transfer all records of the office of Treasurer to the succeeding Treasurer as soon as possible but no later than October 1.

4) The Recording Secretary

- 4a. Shall keep minutes and attendance of the Executive Board of Director meetings, the Advisory Board meetings, and the guild general meetings,
- 4b. Shall provide minutes of these meetings to board members, and submit Advisory Board minutes and Guild general meeting minutes to be published in the newsletter, and posted on the website,
- 4c. Shall maintain the written records for the Guild,
- 4d. Shall maintain the by-laws; both past and present, and
- 4.e. Shall transfer all records of the office of the Recording Secretary to the succeeding Recording Secretary as soon as possible but no later than October 1.

Section 06. Vacancies in Officer Positions

- 1) A vacancy in the office of President shall be filled by a Vice President for the remainder of the term.
- 2) A vacancy in any other office or any committee chair shall be filled by presidential appointment, subject to the approval of the Advisory Board.
- 3) The Advisory Board by majority vote, may remove any officer or chair who does not perform the assigned duties in a proper or satisfactory manner, providing that fifteen (15) days written notice has been given the incumbent.

Section 07. Indemnity of Officers

Each officer or chair, past or present, shall be indemnified by the Guild against all costs and expenses reasonably incurred by, or imposed upon, her/him in connection with, or arising out of, any action or proceeding in which she/he may be involved by reason of her/his being or having been an officer or chairperson of the Guild. An exception is made in relation to matters in which such officer or chair has been adjudged liable to the Guild for negligence or misconduct in the performance of her/his duties.

Article V. Elections

Section 01. The Nominating Committee

- 1a. The President shall appoint a Nominating Committee Chair by June 1.
- 1b. The chairman and members of the Nominating Committee shall not be current members of the Advisory Board.
 - 1c. Announcement of the formation of the Nominating Committee will be at the June meeting. At that time the Guild membership shall be asked to submit nominations for officer candidates.
 - 1d. The Nominating Committee shall present a slate of officers to the membership at the July Guild meeting. Additional nominations may be made from the floor, with the prior acceptance of the nominee. Then nominations will be closed and the slate of officers will be accepted.

Section 02. The Election

- 2a. The election will be held at the August Guild meeting.
- 2b. Members will receive a written ballot upon signing into the meeting .
- 2c. The slate of officers will be introduced at the beginning of the meeting. Voting by ballot will occur during the break. Election will be by majority of vote. Results will be announced at the end of the meeting.
 - 2d. A mail-in signed ballot will be available for members unable to attend the August Guild meeting. The deadline for receipt of the ballot to the guild post office box will be noted on the ballot.
 - 2e. Newly elected officers will be installed at the September meeting.
 - 2f. The newly elected officers shall attend the August Advisory Board meeting as non-voting members after their election to office and before the beginning of the elected term in order to provide continuity to the policies, procedures, and projects of the organization.
 - 2g. No member shall be eligible to serve more than two consecutive terms in the same office. Any officer who assumes the position due to a vacancy may be elected to two consecutive terms.

Article VI. Standing Committees

All standing committee Chairs shall submit a comprehensive annual written report to the Advisory Board of the committee activity for the year at the end of their term. The purpose of this report is to provide continuity to our guild activities from year to year, and offer guidance to the incoming chair. Additional Standing Committees may be formed by the President as the need arises.

Section 01. Program Committee

- 1) Shall be chaired by the two Vice Presidents,
- 2) Shall research and develop options for monthly meetings and workshops,
- 3) Shall be available to assist during the programs and workshops, and
- 4) Shall develop a liaison relationship with other guilds to coordinate plans to share speakers.

Section 02. Membership Committee

- 1) Welcome and register members and guests at the Guild meetings,
 - 2) Prepare name tags and membership cards,
 - 3) Receive applications and dues for RMCQ, record membership, and forward monies to the Treasurer,
 - 4) Maintain the membership list and all contact information on current members,
 - 5) Provide a membership list to be e-mailed to members and for paper copy purchase by members,
- and

6) Transfer all records of the office to the succeeding Membership Chair as soon as possible but no later than October 1.

Section 03. Newsletter Committee

- 1) Shall be responsible for the newsletter to be published monthly, and posted on the internet, and
- 2) Shall prepare and mail paper copies monthly to members who have paid for this service.

Section 04. Website Committee

- 1) Shall maintain the website of RMCQ,
- 2) Shall provide updated meeting and activity information of the Guild,
- 3) Shall post a copy of all newsletters, past and present,
- 4) Shall post a copy of the guild bylaws,
- 5) Shall maintain contact information, and
- 6) Shall post any announcements or information as requested by the Advisory Board.

Section 05. Hospitality Committee

- 1) Shall coordinate setup and takedown of the meeting room for the Guild meetings,
- 2) Provide food and drinks as appropriate, and
- 3) Welcome members and guests to the meetings.

Section 06. Outreach Committee

- 1) Shall coordinate philanthropic community projects, and
- 2) Shall organize the selected projects and the materials and finished projects.

Section 07. Ways and Means Committee

- 1) Shall explore possible fund raising events/projects for the Guild (e.g. raffle quilts, booth sales, etc.),
- 2) Shall organize and manage any fund raising events/projects, and
- 3) Shall solicit donations.

Section 08. Publicity Committee

- 1) Shall be responsible for providing Guild information to the community and surrounding area, and
- 2) Shall maintain records of publication and transfer those records to the succeeding Publicity Committee Chairman.

Section 09. Show and Tell Committee

- 1) Shall set up display area and assist members and guests as they prepare their pieces,
- 2) Shall pass the microphone to each presenter, and
- 3) Shall restore the facility at the end of the meeting.

Section 010. Small Group Committee

- 1) Shall organize and attend the first meeting of a newly formed small group,
- 2) Shall act as liaison to the Advisory Board for the Small Groups of RMCQ,
- 3) Shall maintain contact with a representative of each small group during the year, and
- 4) Shall maintain contact information for each group, including the focus and/or purpose information for each group, to be available to the membership.

Section 11. Parliamentarian

- 1) Shall furnish parliamentary procedure information to the members upon request,
- 2) Shall attend the Executive Board of Director, Advisory Board and General Membership meetings in an advisory capacity,
- 3) Shall keep Bylaws and Standing Rules current for reference, and

- 4) Shall perform such other duties as may be required or directed by the Advisory Board.

Article VII. Meetings and their Quorum

Section 01. Governance of meetings

- 1) The current edition of Robert's Rules of Order Newly Revised shall govern all meetings of RMCQ in all cases.
- 2) In the event of a conflict between Robert's Rules and the Bylaws, these Bylaws shall prevail.

Section 02. The executive Board of Directors

- 1) Shall meet when a critical decision is necessary between Advisory Board meetings, and
- 2) Shall have four of the five officers vote in favor of a decision for passage.

Section 03. The Advisory Board

- 1) Shall meet once a month,
- 2) Shall have sixty percent of the Advisory Board present for any vote, and
- 3) Shall require a majority vote in favor to pass any financial decision.

Section 04. The General Guild

- 1) Shall meet monthly, at a minimum of 10 times a year.
- 2) Shall vote to ratify a change to the Bylaws with one half or fifty percent of the membership present, and two thirds of those present voting in favor to pass. Prior notification of the proposed change and vote is required to be given the membership one month in advance.
- 3) Shall vote to change the Standing Rules with one third or thirty three percent of the membership present, and two thirds of those present voting in favor to pass. Prior notification of the proposed change and vote is required to be given the membership one month in advance.
- 4) Shall have one third of the membership in attendance to conduct any other vote, with passage requiring a majority approval.

Article VIII. Finance

Section 01. Budget

The Treasurer, in cooperation with the Advisory Board, shall formulate a budget for the upcoming fiscal year. The budget shall be approved by the Advisory Board no later than the November Advisory Board meeting. The proposed budget shall be presented to the membership at the January meeting and shall be adopted by a majority vote of the attending membership. The budget shall be a guide to the Advisory Board. However, the Advisory Board may amend the financial budget.

Section 02. Financial Review

A financial review of the Guild finances shall be conducted annually shortly after the end of the fiscal year, but no later than March 31 following the close of the fiscal year. A financial review shall also be conducted upon a change of Treasurer and at the discretion of the Advisory Board. The financial review shall be performed by a committee of at least two (2) and not more than three (3) Guild (non-board) members appointed by the Advisory Board or performed by an independent legal counsel.

Article IX. Amendments to Bylaws

The bylaws may be amended at any Guild meeting at which fifty percent of the membership is present, and with approval of two thirds of the attending members. The membership shall be notified of any proposed bylaw amendment in advance of that meeting. An announcement of the proposed bylaw changes, a copy of the present and proposed language, and the pending vote, shall be published in the guild newsletter the month prior to the meeting.

Article X. Disposition of Property Upon Dissolution

Section 01.

The Advisory Board of Directors, upon dissolution of the Guild, shall pay or make provision for paying all liabilities of the Rocky Mountain Creative Quilters. The laws of the state of Colorado shall prevail.

Section 02.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of the 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

Rocky Mountain Creative Quilters Standing Rules

- 1) Non-members shall be charged a fee for attendance at general guild meetings and/or other guild events. The fee will be determined by the Advisory Board.
- 2) At monthly meetings, there will be designated space for members to display fliers, class and sale announcements, and other commercial related **information**. No outside solicitation will be permitted at meetings other than by guest speakers.
- 3) It is the intent of this guild to support the sharing of **information** regarding new materials and techniques, and educational opportunities.
- 4) The Guild will not be responsible for any personal items brought to Guild functions.
- 5) The Guild Logo and Banner are copyrighted and may not be used for personal gain. Reproduction of the logo in any form for non guild activities requires written permission from the Advisory Board.
- 6) The Guild will have Show and Tell at every meeting, when possible.
- 7) Requests for announcements to be made at meetings shall be presented in writing to the Guild President, prior to the meeting.
- 8) The board is charged to seek legal counsel to insure the requirements of the Internal Revenue Service code for not for profit 501(c)(3) organization are met.
- 9) A Membership list shall be provided by e-mailed to all members; and a paper copy made available to members for purchase.

Standing Rule Change Proposal

Submitted to the membership June, 2009

(To be printed in the newsletter, presented at the July general meeting and voted on at the August general meeting)

Re: Standing Rules regarding solicitation and raffles at RMCQ meetings.

The proposed changes will amend one rule and add another.

Purpose of the change:

The RMCQ board recommends the following changes to the RMCQ Standing Rules for the purpose of clarifying standing rules about solicitations at meetings.

Current Rule:

2) At monthly meetings, there will be designated space for members to display fliers, class and sale announcements, and other commercial related information. No outside solicitation will be permitted at meetings other than by guest speakers.

Proposed Rule: (additions are underlined)

2) At monthly meetings, there will be designated space for members to display fliers, class and sale announcements, and other ~~commercial~~ commercial related information. No outside for-profit or commercial solicitation will be permitted at meetings other than by guest speakers.

....

(New standing rule)

10) Rules for non-commercial solicitations and raffles:

a. Requests to sell raffle tickets must be made at a board meeting prior to the general meeting. The board must vote on the matter.

b. The raffle must benefit only established and documented non-profit groups.

c. The raffle promoters (the people making the request to the board) must be RMCQ members as well as have connections with the non-profit group holding the raffle.

d. The raffle sale must be legal in Colorado and the ticket must have the raffle license number clearly shown on the ticket.

e. The item raffled must be a quilt or fiber art piece that can be shown as part of Show and Tell.

f. RMCQ members who are involved in philanthropy quilt projects for other organizations may place information about the activities at the information table/bulletin board at general meetings.

RMCQ members may view the entire bylaws and standing rules on the website. RMCQ members with concerns about any of the proposed changes are encouraged to express those concerns either publicly at the general meeting or privately to any board member.

Respectfully submitted,

Annie Miller

RMCQ Recording Secretary