

Bylaws of the Sea Island Quilters

Article I General

- A. Name: The organization shall be known as the Sea Island Quilters, hereinafter call “the Guild.”
- B. Purpose: The purpose of the Guild shall be to foster the art of quilting, to encourage a high standard of design and techniques in all its various forms, and to stimulate an interest in these goals within the community.
- C. The Guild is a non-profit 501 (c) (3) organization under the Internal Revenue Code.

Article II Membership

- A. Any person with a serious interest in the art of quilting shall be eligible for membership and may become a member upon payment of dues.
- B. Life-Long Member—Any member over the age of 90 will no longer be required to pay annual dues, but will still have voting rights and all the other rights of paying members.

Article III Officers and Board of Directors

A. The elected officers of the Guild are President, Vice President, Secretary, and Treasurer. The responsibilities of these offices may be share by two persons, except for the office of Treasurer. In the case of one office being shared by two persons, only one vote is allowed at Board Meetings. (Each member of the Board of Directors may vote individually on matters brought before the Guild membership as a whole.) Elected officers shall assume all duties as are usual to their offices. Specific duties shall be published to the membership at the August General Meeting, concurrent with the appointment of the Nominating Committee.

- 1. President(s)
 - 1. Presides at all meetings of the Guild and the Board of Directors and serves as an ex officio member of all committees, appoints all committees not otherwise provided for.
 - 2. Serves as secondary signatory for the SIQ checking account; reviews and signs bank statements.
 - 3. Has no vote except in the case of a tie
 - 4. Performs any other duties that are incidental and customary to the office.
- 2. Vice-President(s)
 - 1. Performs the duties of the President in the absence of the President.
 - 2. Serves as the Chairperson of the Program Committee, which arranges for all official Guild meetings and workshops or other activities as outlined under Program Committee guidelines.
 - 3. Performs any other duties that are incidental and customary to the office.
- 3. Secretary

1. Takes notes and files minutes of all General and Board of Directors meetings with the Guild records and forwards the minutes of the General Meeting to the Website Coordinator to be published online.
2. Conducts correspondence as required.
3. Reserves the Guild meeting space and is the contact person between the Guild and the building representative.
4. Coordinates with members of the Informal Information Services committee (Website Coordinator, Outreach, Historian, and Publicity chairperson and other committees as needed to disperse Guild and relevant community information to the members at large.
5. Performs other duties that are incidental and customary to the office.

4. Treasurer

1. Acts as custodian of Guild funds and is the primary signatory for Guild checking account.
2. Follows appropriate guidelines for filing federal, state, and local government forms as customary for the operation of a 501 (c) (3) organization:
 - a. Yearly online filing of required Federal 990-N Form e-postcard, due May 15 for the previous year,
 - b. Yearly online filing of SC Secretary of State's office regulation Annual Registration for a Charitable Organization, due May 15.
3. Maintains, prepares, and provides all financial materials for an annual audit of the books as customary for the operation of a 501 (c) (3) organization
4. Develops/maintains appropriate forms for justifying/tracking income and payments
5. Deposits dues and other monies collected by Membership and other committees to the credit of the Guild in a bank or other depository selected by the Board of Directors
6. Remits payment for approved financial obligations, such as fees for approved services, programs, or lectures.
7. Prepares an itemized account of the receipts and disbursements before each business meeting, forwarding the account to the Website Coordinator, to be published online for member viewing before filing them with the Guild records
8. Performs other duties that are incidental and customary to the office.

B. The officers shall be elected at the October Annual General Meeting of the Guild and shall serve a term of one year, from January 1 through December 31. No officer shall serve more than two consecutive terms in the same office. Unexpired terms shall be filled to the expiration date by appointment by the President and approval of the Board of Directors. The officers shall be installed at the November General Meeting and take office on January first of the following year.

C. In situations where in-person General Meetings are not possible for a period of six months or more, the existing elected Officers may, upon approval by a simple majority of such a motion made from the floor at a General Business Meeting, continue to serve past their elected terms until such time as in-person General Meetings could take place, but in no case longer than one year beyond their elected term. If in-person General Meetings cannot safely take place after one year, or if the existing elected Officers are unwilling to continue past its elected term, all nominations and elections may be held via whatever means the Guild is using to conduct these General Meetings, such as virtually or online.

D. The Guild Board of Directors shall consist of all the elected officers of the Guild and the Immediate Past President(s). The Board of Directors shall manage the affairs of the Guild and present all major

recommendations for the approval of the membership. Current committee chairpersons will be invited to serve as ad hoc members of the Board as required by the Board.

1. The Board is responsible for identifying the official records of SIQ. Records may be maintained as paper copies and/or digital copies.
2. The Board is responsible for defining the storage location of the official records of SIQ.
3. The Board is responsible for defining the length that records will be maintained, archived or method of disposal.

E. Process for Electing Officers: At the August General Meeting, the President shall appoint one Board member and two members from the general membership to serve as the Nominating Committee. The Nominating Committee shall meet, draft a slate of prospective officers, and present the results as a signed report to the Secretary at the September General Meeting. The Secretary shall announce this slate at the September General Meeting and entertain further nominations from the floor at that time. A Nominating Committee member shall not nominate herself or himself, but may be nominated from the floor. Election of officers shall take place at the October General Meeting, with Installation of officers at the November General Meeting.

Article IV. Committees

- A. There shall be Guild committees, both Standing and Special, as deemed necessary by the Board of Directors, Chairpersons of Guild committees shall be appointed by the President and approved by the Board of Directors. Any decisions affecting the functions of the committee shall be approved by a majority of the Board present.
- B. The Standing Committees shall be: Membership, Hospitality, Programs, Member Retreat, Care, Ways and Means, SIQ Quilt Show, Outreach, and Nominating. The duties of each committee are defined in the Standing Rules.
- C. Special Committees will be formed and their duties defined when the need arises.

Article V. Financial Policies

- A. Incurring of liability: Prior authorization of the Board is required for financial expenses. No member of the Guild shall incur any financial liability on behalf of the Guild without obtaining prior authorization of the Board.
 1. To this end, the Board shall present a budget for the upcoming year for approval by the general membership no later than the February General Meeting. The Board may pre-approve unbudgeted expenses that do not exceed \$100.00.
 2. Members will not receive reimbursement for unauthorized purchases and/or expenses. Members must present receipts or other appropriate documents within three months and in the same fiscal year to be reimbursed for approved expenses.
- B. Membership dues: Membership dues shall be prescribed by the Board of Directors and approved by the general membership at the next General Meeting of the Guild. Notification of the proposed change of the dues shall be included in the newsletter one month prior to the vote.

1. Annual dues shall be payable as of October first each year. As of July first each year, dues for first-time members shall be prorated monthly. If dues are not paid by December first, members will be in arrears. Those delinquent on December 31st shall no longer be members of the Guild and must rejoin at new-member rate.
 2. All dues shall be paid to the Membership Chair.
- C. The Fiscal Year of the Guild is January 1 through December 31.

Article VI. Meetings

- A. General Membership/Business Meetings—Regular membership meetings shall be held monthly.
- B. Board of Directors Meetings shall be held monthly, no later than two weeks prior to the monthly General Meeting. Monthly Board Meetings are open to all members.
- C. General Membership/Business Annual Meeting—An Annual Meeting of the General Membership shall be held in October for the purpose of electing officers.
- D. Board of Directors Annual Meeting—There shall be a meeting of the outgoing Board of Directors with the incoming Board of Directors to transfer records and other relevant information. This joint meeting should be held shortly after the October elections but no later than two weeks prior to the January General Membership Meeting.

Article VII. Emergencies

In the case of a national emergency, state emergency or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the Board of Directors, may order that an electronic meeting be held as a substitute for a regular meeting, a Board of Directors meeting, or a special meeting.

Article VIII. Information Services

- A. The Guild will maintain a postal box with the USPS as a permanent point of contact for the Guild.
- B. The Guild owns the SIQ Website, the SIQ email account, and Facebook page; therefore, no member shall revise account information of an existing digital account or start a new account in their own name or ownership without the approval of the Board.
- C. No new electronic communication/social media site representing SIQ, shall be started or revised without approval of the Board.
- D. It is the expectation of the guild that all electronic information be maintained in a timely, correct, and informative manner that best represents the goals and missions of the Guild.

- E. The Board will approve the design, content, and passwords used for the website and other social media platforms.
- F. The Board will appoint the Website Administrator and Facebook Administrator. An alternate Website Administrator and Facebook Administrator may be appointed.
- G. All members in good standing will be given access to the members section of the website and approved as a member of the Facebook group. Members that are not in good standing, will have their access capabilities removed immediately.

Article IX. Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a two-thirds vote of the current Membership. A two-thirds vote may be reached by a combination of members voting 1) at a designated business meeting of the Guild, or 2) by absentee ballot by assigning a Proxy vote to the Guild President via electronic mail or the US Postal Service. Such a Proxy must be in the hands of the President within 5 days of the designated business meeting, date specified at the announcement of intent to amend, on which date the vote will be considered closed. An announcement of intent to amend, along with Proxy procedure and date, shall be made to the membership at the General Meeting, in the Guild Newsletter, and/or by electronic mail one month prior to the proposed vote.

Article X. Dissolution

In the event of the dissolution of the Guild, any and all funds and other property owned by the Guild shall be distributed to, or for the use of, such charities or educational organizations that the members at the time select or determine by majority vote. Such organizations must meet the requirement of Section 501 (c) (3) of the Internal Revenue Code then in force.

Approved November 17, 2022