

# Phoenix Modern Quilt Guild Bylaws

Revised April 9, 2022

## Article 1: Name

- 1.1. The name of this organization is the Phoenix Modern Quilt Guild, also referred to as the “PhxMQG” or the “Guild.” It operates in the Phoenix, Arizona metropolitan area.

## Article 2: Purpose

- 2.1. The purpose of the Guild is to support and encourage the growth and development of modern quilting through art, education, and community.

## Article 3: Organization as a 501(c)3

- 3.1. The Guild is organized and will be operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3.2. This Guild is additionally organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purpose of this Guild. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3.3. The PhxMQG is an affiliate member of the Modern Quilt Guild, Inc. (MQG). Through a group exemption with the Modern Quilt Guild, Inc., the PhxMQG is a 501(c)(3) tax-exempt organization.
- 3.4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 1.
- 3.5. No part of the activities of this nonprofit shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986 and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 3.6. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

#### **Article 4: Policies & Procedures**

- 4.1. The Executive Board shall maintain a Policies & Procedures Manual that includes details about the Guild's governance and operations and shall oversee compliance with Bylaws, Policies, and Procedures. A copy of the Manual shall be available for viewing as described in the Policies & Procedures Manual.

#### **Article 5: Membership**

- 5.1. Membership shall be open to any person interested in modern quilts and quilt making.
- 5.2. The Guild shall adhere to an Inclusion Statement and Code of Conduct, which must be included in the PhxMQG Policies & Procedures Manual.
- 5.3. New members may join at any time. Members shall be recognized upon payment of annual dues.
- 5.4. Membership may be revoked by a majority vote of the Executive Board in cases of actions that threaten the charitable status of the Guild, violate the Inclusion Statement or Code of Conduct, or for other behaviors that undermine the purpose of the Guild.

#### **Article 6: Meetings**

- 6.1. General Membership Meetings shall be held at dates, times, and format designated by the Executive Board.
- 6.2. The Policies & Procedures Manual shall include details on the procedure for meeting notification and format.
- 6.3. The Executive Board shall designate one General Membership Meeting as the Annual Meeting during which elections are held.
- 6.4. Special Guild Meetings may be called by the Executive Board for the purpose of a single item matter.
- 6.5. Executive Board Meetings shall be held at least quarterly. Minutes shall be made available to members as described in the Policies & Procedures Manual.

#### **Article 7: Dues and Fees**

- 7.1. The Executive Board shall agree upon the proposed amount of the next year's dues and notify members via email of the proposed amount at least thirty (30) days prior to the General Membership Meeting designated by the Executive Board as the Annual Meeting.
- 7.2. Dues for the coming year shall be discussed and voted upon at the Annual Meeting. A majority vote of members present is required for approval.

- 7.3. Dues shall be paid in full by December 31 for the upcoming year. Registration for events is prohibited until annual dues are paid.
- 7.4. The Guild's membership account as an affiliate of MQG, Inc. shall not fall into arrears or go unpaid.
- 7.5. The PhxMQG annual dues payment shall include annual membership in the MQG. A PhxMQG member may opt out of MQG membership but must still pay the full PhxMQG annual dues.
- 7.6. The Executive Board shall set fees for special classes, presentations, and events.

#### **Article 8: Financial Administration**

- 8.1. The PhxMQG fiscal year is January 1 through December 31.
- 8.2. At least two Officers shall be authorized signers for PhxMQG financial accounts.
- 8.3. The President and Vice President shall have the authority to enter into contracts. The Executive Board may authorize additional Officers to enter into contracts.
- 8.4. The Treasurer shall disburse payments and reimbursements for expenses specified in the member-approved annual budget upon receipt of an invoice or a purchase receipt.
- 8.5. The Executive Board may adjust the annual budget if an unbudgeted expenditure would be beneficial to advance the purpose of the Guild. In such a case, the Executive Board shall consider the amount and benefits of the expenditure and ascertain the source of the needed funds. A majority vote of the Executive Board shall be required to make a budget adjustment.
- 8.6. An annual audit of the PhxMQG's books following procedures included in the Policies & Procedures Manual shall be conducted by the PhxMQG Executive Board during the first quarter of the fiscal year. Once completed, the findings shall be available to members as described in the Policies & Procedures Manual.

#### **Article 9: Minutes**

- 9.1. Minutes shall be taken by the Secretary (or a substitute) for all General, Executive Board, and Special Meetings.
- 9.2. Treasurer's reports and the annual budget shall be attached to the minutes of meetings during which they are presented. All minutes shall be available to members as described in the Policies & Procedures Manual.

#### **Article 10: Voting**

- 10.1. Voting for elections and other matters shall take place during General Membership meetings as designated by the Executive Board. Members shall be informed about the details of the vote via email at least thirty (30) days prior to the date of the designated meeting.

- 10.2. Every act or decision brought to the General Membership Meeting shall be decided by a majority of the members present. A majority is defined as 51% of the members in good standing present at a meeting when a vote is called.
- 10.3. Members in good standing may cast one vote for each nomination or issue. There shall be no absentee votes.
- 10.4. A quorum of Executive Board Members is defined as a majority of the Officers.
- 10.5. An Executive Board quorum must be present for acts and decisions brought to an Executive Board Meeting.
- 10.6. A majority vote of Executive Board members present at the Executive Board Meeting shall determine the outcome of proposed acts and decisions.

### **Article 11: Executive Board**

- 11.1. The Executive Board shall be comprised of five Officers: President, Vice-President, Treasurer, Secretary, and Technology Officer. All Officer positions must be filled. The Guild may create additional Officer positions by amending the Bylaws using the process specified in the Policies & Procedures Manual.
- 11.2. A complete list of Board roles and responsibilities shall be specified in the Policies & Procedures Manual. Key components shall include:
  - 11.2.1. The President oversees the smooth running of the Guild and adherence to all provisions of Bylaws, Policies, and Procedures; chairs all General Membership, Executive Board, Special Meetings, and other PhxMQG activities; and serves as an authorized signer for financial accounts and contracts.
  - 11.2.2. The Vice President serves as assistant to the President in all matters; in the absence of the President, carries out the President's responsibilities; and serves as an authorized signer for financial accounts and contracts.
  - 11.2.3. The Treasurer serves as bookkeeper; maintains the Guild's online payment services and bank accounts; serves as an authorized signer for financial accounts; receives and deposits member dues, fees, and other Guild revenue; disburses funds as authorized by the Executive Board; and prepares the prior year's books for audit.
  - 11.2.4. The Secretary takes minutes of all Executive Board, General Membership, and Special Meetings or arranges for a substitute if not available for a given meeting; maintains permanent records of all meeting minutes; and conducts Guild correspondence.
  - 11.2.5. The Technology Officer maintains the PhxMQG website and social media accounts, and compiles and posts a Membership Directory on a secured, members-only area of PhxMQG website, with adherence to the Guild's Privacy Policy.
- 11.3. The length of each Officer's term shall be two years, and an individual shall not hold any one position for more than two consecutive terms. Terms shall be staggered. The process for transitioning to staggered terms shall be specified in the Policies & Procedures Manual.

**Article 12: Article 12: Election of Officers**

- 12.1. All members in good standing are eligible to be an Officer candidate.
- 12.2. The Officer nomination process shall be specified in the Policies & Procedures Manual.
- 12.3. Officers shall be elected by the membership at a General Meeting designated by the Executive Board for elections.
- 12.4. An Officer may be removed without cause by a vote of at least a majority of the other Officers. The Officer in question shall not have a vote.
- 12.5. If an Officer is unable for any reason to complete their term, resignation must be submitted in writing to the President, or if the President is resigning, the Vice President.
- 12.6. The process for filling a vacant position shall be included in the Policies & Procedures Manual.

**Article 13: Article 13: Committees**

- 13.1. The Executive Board shall create Committees as needed to carry out tasks that support fulfillment of the Guild's purpose. The responsibilities of the Chairs of currently active Committees shall be outlined in the Policies & Procedures Manual.

**Article 14: Article 14: Bylaws Amendments**

- 14.1. Any member may propose a Bylaws amendment at any time. Members shall be notified about any proposal a minimum of two (2) weeks prior to the General Meeting during which the proposal will be discussed. Members will vote on the proposal at the General Membership Meeting the following month.
- 14.2. Any change requires a majority vote of members present at the meeting.
- 14.3. Members shall be informed about approved changes as specified in the Policies & Procedures Manual.
- 14.4. Changes are effective on the date approved by the membership.

**Approved by a Vote of the Membership on April 9, 2022**

Laura Flagler, President

Erika Daniels, Vice President

Kristin Floyd, Secretary

Cindy Stohn, Treasurer

Candice Lennon, Technology Officer