

**BYLAWS OF LAS VEGAS QUILTERS**  
As Amended September 9, 2015

ARTICLE I

The name of the organization shall be LAS VEGAS QUILTERS (LVQ) known as LAS VEGAS QUILT GUILD herein referred to as the Guild.

ARTICLE II

The Guild is organized exclusively for charitable and educational purposes, more specifically to promote the art, craft and heritage of quilt making and to encourage personal growth and excellence through education, philanthropic endeavors and the preservation of quilts.

ARTICLE III - MEMBERSHIP

Section 1: Qualification. Membership is open to anyone interested in or actively promoting quilting.

Section 2: Status. A member is considered active upon receipt of application and payment of dues.

Section 3: Agreement. Members agree to abide by the By-Laws and Standing Rules of the guild.

Section 4: Fiscal year. ~~The fiscal year for the guild is March 1<sup>st</sup> through the end of February the following year.~~ (See AMENDMENT 1.)

Section 5: Dues. Dues are due at the beginning of the fiscal year. New members joining on or after September 1<sup>st</sup> shall be prorated at 50%. Members who have not paid their dues by April 1<sup>st</sup> will be dropped from the rolls and will no longer receive the newsletter. Late renewing members (members from the previous year) will pay the full amount of annual dues.

ARTICLE IV - MEETINGS

Section 1: General Meeting. Meetings of the membership shall be held at least 8 times per year.

Section 2: Annual Meeting. The annual meeting shall be held at the first general meeting of the calendar year.

Section 3: Special Meetings. Special meetings are for matters of an urgent and important matter that may arise between regular meetings and urgently require action by the guild before the next regular or Board meeting. They may be called by the President, elected officers and/or the Board. General members may submit a request to the Board for a Special Meeting. The purpose of the meeting shall be stated in the call (notice). Notification may be in the form of a letter, e-mail or telephone. Telephone notification will be followed by either a letter or e-mail. Except in cases of emergency, at least 7 calendar days' notice shall be given.

Section 4: Board Meetings. A minimum of four board meetings shall be held annually. Board meetings will be called as needed by the President (or an appointed representative). Meetings are open to the membership as non-voting attendees.

Section 5: Quorum. A quorum for the general meeting is 25% of active members. Quorum for a Board Meeting is the majority of board members, both elected and appointed.

## ARTICLE V – OFFICERS

Section 1: Composition. The elected officers of the guild are the President, Vice-President, Secretary and Treasurer. These officers perform the duties as prescribed in the Standing Rules of LVQ.

Section 1: Terms. All elected officers serve for one year or until their successors are elected. The term of office shall begin at the close of the annual meeting. No elected officer shall serve more than two consecutive years in the same elected office.

Section 2: Vacancies. The Board shall fill a vacancy of an elected officer by appointment to serve until the next General Election. Should two or more vacancies of elected officers need to be filled, a special election by the general membership shall be held.

Section 4 : Resignation. Resignations must be in writing (via letter or email), received by the Secretary and approved by the remaining Board.

Section 3: Nominating Committee. The nominating committee shall consist of one member selected from the Board and two members selected from the general membership in September. This committee shall elect their chairperson.

Section 5: Nominations. In October, the nominating committee shall present the slate of nominees to the general membership and a call for nominations from the floor may be opened. The final slate is then published in the newsletter at least 60 days prior to the election.

Section 6: Elections. Election of officers will take place at the Annual Meeting.

## ARTICLE VI – THE BOARD

Section 1: Duties. While the Guild is a member-driven organization, the Board is responsible for the general supervision of the affairs of the guild and none of its acts shall conflict with the actions or desires of the general membership. The board receives no compensation other than reasonable expenses.

Section 2: Composition. The Board shall consist of the elected and appointed officers, appointed committee chairs and co-chairs.

Section 3: Voting. All Board members are eligible to vote at Board meetings.

Section 4: Resignation and Termination. Resignations of Standing and Special Committee Chairs may be submitted in writing, by email or telephonically and are effective immediately. A Board member may be removed for cause by a three-fourths vote of the remaining Board members.

## ARTICLE VII - COMMITTEES

Section 1: Appointments. The Board may create committees as deemed necessary by the membership and/or the Board to carry out the work of the guild. The President appoints all committee chairs with the approval of the Board. Committee chairs may appoint co-chairs if desired.

Section 2: Standing Committees. Standing Committees perform a continuing function and remain in existence for the life of the Guild. Standing Committees are listed in the Standing Rules of LVQ.

Section 3: Special Committees. Special Committees are appointed to carry out a specified task and automatically cease to exist after the completion of the task.

Section 4: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, accounting for all expenditures and proposing the annual budget no later than the November Board meeting. The Board must review the budget and submit it to the membership for approval no later than the February general meeting for the following fiscal year. Any major change in the budget must be approved by the membership. Annual reports are required to be submitted to the Board showing income and expenditures for the previous fiscal year no later than the March Board meeting. The financial records of the Guild shall be made available to Board members and the membership upon request.

#### ARTICLE VIII – PARLIAMENTARY AUTHORITY

The parliamentary authority for LVQ will be these By-Laws. Robert’s Rules of Order Newly Revised 12<sup>th</sup> Edition (RROO) may be used as a guideline for meeting procedures and disciplinary actions. RROO provides for constructive and democratic meetings, to help, not hinder, the business of the guild. Under no circumstances shall “undue strictness” be allowed to intimidate members or limit full participation.

#### ARTICLE IX – AMENDMENTS

Section 1: Procedure. Proposed By-Law changes must be approved by the Board and printed in the Newsletter at least 60 days prior to presentation at a General Meeting for vote. No amendment shall be made which will alter or negate the eligibility of the Guild for Internal Revenue Service (IRS) 501(c)3 status.

Section 2: Quorum. The By-Laws can only be changed by a two-thirds vote of members present at the General Meeting.

#### ARTICLE X – DISSOLUTION

Section 1: Function. During the period leading to and including dissolution, the President and all other elected officers will function as outlined herein.

Section 2: Debts. Dissolution will not be initiated until all outstanding debts are satisfied.

Section 3: Assets. Any physical assets shall be offered for sale to the highest bidder with all proceeds going to a similar IRS 501(c)3 organization.

These Bylaws were approved at a meeting of the Board of Las Vegas Quilters on July 21, 2011 and replace the Bylaws of 2008.

**AMENDMENT 1, ratified by vote of membership at September 2015 General Meeting:** The fiscal year for the guild is January 1st through December 31<sup>st</sup>.