

## **Desert Quilters of Nevada Bylaws**

### **Article I. Name**

The name of the Corporation shall be: Desert Quilters of Nevada, herein also referred to as "DQN".

### **Article II. Objective/Mission**

Section 2.01 To promote and preserve the art of quilting, patchwork, applique, and related fiber arts.

Section 2.02 To sponsor workshops, displays, projects, and opportunities for individuals to meet for an exchange of ideas concerning quilting and fiber arts.

### **Article III. Membership**

Section 3.01 DQN shall function on a membership basis solely for the purpose and objectives stated in Article II.

Section 3.02 The membership year is defined as January 1 – December 31.

Section 3.03 Dues as determined by the Board the Directors are due annually.

Section 3.04 Membership is open to all interested parties regardless of race, religion, sexual orientation, or national origin. All members have the same benefits, regardless of membership type or fee paid. Membership types include, but are not limited to: Member, Past-President, Esteemed Member, (those over an age set by the Board of Directors for complimentary membership) Youth, Student, and Vendor. All members are to be treated with respect, dignity, and courtesy at all times.

Section 3.05 New members may join at any time through September 30<sup>th</sup> each year. Dues are not pro-rated. Anyone joining during October through December will be official members as of the following January.

Section 3.06 DQN's structure may include one or more Circles. Circles are geographic or specialty-based with members interested in an aspect or specialty related to DQN's objective as described in Article II, Section 1. Circles may meet separately and are responsible for their activities and management.

(a) Circles must follow the Bylaws of DQN.

(b) Guests are welcome at all Circle meetings.

(c) When the Circle determines it is necessary to collect fees for purposes which might include paying the rental costs for its meeting location or enters into an agreement where rental or other fees are due, all fees collected by the Circle will be deposited into their Circle account by the DQN Treasurer. The Treasurer will dispense these funds as directed by the Circle. Each Circle is responsible for maintaining their own accounting of funds. A statement of transactions may be requested at any time via email to the Treasurer. This process is required to ensure Guild compliance with tax law and insurance.

(d) Upon dissolution of any Circle, any revenue generated by the Circle shall be dispersed to an organization that has a purpose similar to that of the Circle and has 501(c)(3) status. The Circle shall designate which organization(s) will be receiving these funds and file such designation with the Board of Directors prior to dissolution. If such designation is not filed prior to dissolution, the funds shall revert to DQN.

(e) If a Circle becomes a separate Guild, the Circle will no longer exist.

#### **Article IV. Meetings**

Section 4.01 The Annual Meeting of DQN shall be held at the First General Membership Meeting to be held within the first quarter of the calendar year. Reports of the Board of Directors, Board-approved budget, the annual evaluation of the Guild's financial records and policies, and reports of committees shall be available at this meeting.

Section 4.02 The Last General Membership Meeting of the year should coincide with the Election Meeting during an election year. See Section VII.

Section 4.03 Special general meetings may be called by the President or the Board of Directors when requested in writing by ten (10) or more members, specifying the purpose of the meeting. The purpose of the special meeting shall be stated in the call.

Section 4.04 At least one additional general membership meeting shall be held during the year for the benefit of the Guild membership.

#### **Article V. Board of Directors**

Section 5.01 The business of DQN shall be the responsibility of the Board of Directors.

Section 5.02 The Board of Directors includes the Executive Officers as defined in Article VI and the non-elected members defined in Article V, Section 5.04.

Section 5.03 Vacancies on the Board shall be filled by appointment by the Executive Board. The appointee shall serve until the next election.

Section 5.04 The non-elected members of the Board of Directors shall be appointed by the Executive Board and may include, but not be limited to, the Communications Chair, one representative of each Circle, the Quilt Show Chair, the Retreat Chair, the Membership Chair, the Program Chair, the Logistics Chair, the Volunteer Scheduling Manager, the Membership Showcase Chair, the Website Manager, the Youth Manager, the SCCQG Representative, and the Sales Chair.

Section 5.05 One half of the membership of the Board of Directors shall constitute a quorum. Officers or members who also represent more than one interest group are entitled to only one vote. Non-board members of the Desert Quilters are welcome at Board meetings, but do not have a vote.

Section 5.06 The Board of Directors shall meet at least six (6) times per year.

Section 5.07 Each member of the elected and non-elected members of the Board of Directors, as defined, shall have only one vote.

Section 5.08 The Executive Board may appoint a Parliamentarian who shall serve as a non-voting member of the Board of Directors.

## **Article VI. Executive Board**

Section 6.01 The Executive Board shall consist of the current elected officers and the immediate Past President and will meet as needed.

Section 6.02 The Executive Board is authorized to manage the business of DQN between regular meetings.

Section 6.03 Two members of the Executive Board must approve all expenditures.

Section 6.04 The Executive Board shall appoint standing committees, committee managers and special project committees. Supervision of these appointees is the responsibility of the Executive Board.

## **Article VII. Officers**

Section 7.01 The elected officers of the Board of Directors shall be President, one or more Vice Presidents, Treasurer, and one or more Secretaries. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by DQN.

Section 7.02 The officers shall be elected by the general membership to serve two years. The term of office shall begin on January 1 after the meeting at which they were elected.

Section 7.03 Any DQN member in good standing may serve as an officer of this Guild.

Section 7.04 Following due process, officers may be removed from office.

Section 7.05 Duties of the President

The President shall preside over all Guild Meetings, chair the Executive Board, and Board of Directors, has the power to call special meetings, appoint members of committees as necessary, with the approval of the Executive Board, and perform other duties the office requires.

Section 7.06 Duties of Vice President

In the absence of the President, or in the event of his or her inability to carry out the duties of the office, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If two or more Vice Presidents are elected, in the event the President resigns, is removed, or is unable to complete his/her term of office for any reason, the 1<sup>st</sup> Vice President shall assume the position of President, the 2<sup>nd</sup> Vice President (if the position is occupied) shall assume the position of 1<sup>st</sup> Vice President. Any remaining open positions shall be filled in accordance with Article V, Section 5.03. The Vice President shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 7.07 Duties of Secretary

The Secretary shall:

- (a) Keep the original, or a copy, of the Articles of Incorporation
- (b) Keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (c) Record therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

- (d) Ensure that the minutes of meetings of DQN, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Guild. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Guild by the later of (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- (e) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (f) Maintain the master copy of the Standing Rules.
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 7.08 Duties of Treasurer

The Treasurer shall:

- (a) Keep and maintain adequate and accurate accounts of DQN's properties, business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses.
- (b) Keep original copy of financial records, as required by law.
- (c) Prepare and file financial reports and prepare the proposed budget, for the Board's approval and subsequent presentation to the membership.
- (d) Have charge and custody of, and be responsible for, all funds and securities of DQN, and deposit all such funds in the name of DQN in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (e) Receive, and give receipt for, monies due and payable to DQN from any source whatsoever.
- (f) Disburse, or cause to be disbursed, the funds of DQN as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (g) Exhibit at all reasonable times the books of account and financial records to any director of DQN, or to his or her agent or attorney, on request therefor. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) Arrange for the annual evaluation of the Guild's financial records and policies and have the findings published to the Board of Directors and members of DQN within the first quarter after the fiscal year end.
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of DQN, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## Article VIII Nomination and Election Process

### Section 8.01 Nominating Committee

- (a) The Nomination Committee will be appointed by the Executive Board no later than the May Board Meeting during an election year, i.e., odd-numbered years, and will consist of a Chair and at least 2 DQN current members (one or more can be from the Executive Board).
- (b) It shall be the duty of this committee to nominate candidates for the offices to be filled at the Election meeting. At a minimum, they shall provide a name for each open office.
- (c) Nominees will indicate in writing their acceptance to run for a specific position and acknowledge they have read, understand and accept the job duties as provided.
- (d) The General Membership will be advised when Nominations open and given the opportunity to submit their name for a position of their choice. See 8.02 for details.
- (e) The slate of nominees will be published on the website.

Section 8.02 Any Guild member meeting the requirements as defined in Section 7:03 with the qualifications to perform the duties as described in Sections 7.05-7.08 may submit their name to run for office to the Nominating Committee no later than 15 days prior to the Election Meeting.

### Section 8.03 Election Committee

- (a) An Election Committee consisting of a Chair and at least 2 additional DQN members may be appointed by the Board prior to the Election Meeting. A nominee cannot serve on this committee.
- (b) Their responsibilities include:
  - a. Creating the ballot
  - b. Preparing the ballot box
  - c. Monitoring the distribution of ballots to those eligible to vote, i.e., current DQN members in attendance at the Election Meeting
  - d. Supervising the Ballot box as ballots are deposited
  - e. Counting the ballots
  - f. Providing the results to the President who will announce the results

Section 8.04 A single Election Meeting will be held at a time and place to be announced in advance: preferably, in conjunction with the Last General Membership meeting of the election year.

Section 8.05 Elections of the Executive Board will take place bi-annually at the Election Meeting described in 8.04

Section 8.06 For an election to be valid, at least 10% of the general membership must be in attendance to vote.

Section 8.07 Ballots will be prepared if any office has more than one candidate. If the slate of candidates has only one person running per position, the President may declare that the slate be accepted by unanimous consent or acclamation.

### **Article IX. Committee Managers**

Section 9.01 Committee Managers shall be appointed by the Executive Board and may include, but not be limited to, the following Committees: Challenge, Sunshine, , Volunteer Recognition Manager, and Grants Manager.

Section 9.02 Committee Managers shall attend the Board of Director meetings or provide a written report, as needed.

Section 9.03 Committee Managers are not voting members of the Board of Directors.

Section 9.04 Special Projects Committee Managers shall be appointed by the Executive Board in accordance with Article VI, Section 6.04. Upon appointment, they will serve as non-voting members of the Board.

### **Article X. Events**

Section 10.01. Desert Quilters of Nevada recognizes the following activities as Events sanctioned by its Board:

- All DQN meetings
- All workshops held in conjunction with DQN meetings
- All workshops sponsored by DQN including those in the Let's Learn series
- The Quilt Show
- The Retreat
- All official DQN Circle meetings and Circle activities
- Any other Event/Activity approved by the Board of Directors

### **Article XI. Nonprofit Status**

Section 11.01 Desert Quilters of Nevada shall not engage in any business normally pursued for profit, nor shall it be used as a buyer service for its members.

Section 11.02 Desert Quilters of Nevada will not attempt to influence legislation or support any candidates for public office.

Section 11.03 The Board of Directors may sponsor members of Desert Quilters in various courses or seminars for the benefit of Desert Quilters of Nevada.

Section 11.04 Upon dissolution of Desert Quilters of Nevada, any surplus of property or assets that remain after payment of just debts and obligations shall be dispersed to a non-profit organization whose purpose is similar to that of Desert Quilters of Nevada and which holds a 501(c)(3) exemption from the Internal Revenue Service.

### **Article XII. Parliamentary Authority**

Robert's Rules of Order, newly revised, shall govern DQN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that DQN may adopt.

**Article XIII. Amendments to the Bylaws**

The Bylaws may be amended at any general meeting of DQN by a two-thirds vote of those members present, provided that the amendment has been submitted in writing at the previous general meeting or to each member via the mail or electronically. No amendment shall be made which will alter or negate the eligibility of DQN for IRS 501 (c)(3) status.