

BY-LAWS OF THE PROCRASTINATING QUILTERS' GUILD

Article I: Name

The name of the organization shall be: The Procrastinating Quilters' Guild also referred to as PQ's.

Article II: Purpose

The purpose of the organization is to promote cooperation and the exchange of ideas among quilters; to encourage high standards of design and techniques; to provide educational opportunities to the membership; to stimulate interest and charity outreach within the community.

Article III: Officers

The officers shall consist of President, Vice President, Secretary and Treasurer. The term shall be for one (1) year. Each elected or appointed officer shall not exceed two (2) consecutive terms on the Board.

Section I. Officers

The Executive Board shall consist of President, Vice President, Secretary and Treasurer. The Board shall consist of the officers and committee chairs. Chairpersons of standing and special committees are to be appointed by the President and must be approved by the Board and shall serve as members of the Board.

The term of office shall be one year. In the event of a resignation of an officer, the president, with the consent of the Executive Board, shall appoint a replacement for the remainder of the term.

No officer shall, for reason of the office, be entitled to receive any salary or compensation.

The Board shall have general charge and control of the affairs, funds and property of the PQ's Guild. It shall present to the general membership all proposed major programs and activities for ratification.

Section 2. Duties of the Officers

The President shall preside at all guild meetings; shall be an ex-officio member of all committees except the Nominating Committee; shall appoint all committees not otherwise provided for and shall perform such other duties as applicable and accidental to the office of the President as prescribed by the parliamentary authority adopted by the guild. The President may sign checks or drafts of the organization.

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The Vice President shall in the absence of the President, perform all the duties of the President and will be responsible for planning the spring and holiday parties, and be one of the officers who may sign checks or drafts of the organization.

The Secretary shall record and keep records of the meetings including all motions and outcome of such motions. The Secretary shall also be responsible for all general correspondence; file any certificates required by statute(s), Federal or State; be the official custodian of the records and seal of the organization; and be one of the officers who may sign checks or drafts of the organization. The Secretary shall conduct guild meetings in the event of the absence of the President and Vice-President.

The Treasurer shall act as custodian of the guild's funds and will routinely present a written account of the finances of the guild as determined by the Board either verbally in meetings or in the newsletter. The Treasurer shall be responsible for keeping all financial records. The Treasurer shall be responsible to work with the Board to set an annual budget. The budget shall be presented to the membership for approval.

The Treasurer shall also be responsible for filing all tax and financial forms as required by the State of Florida. The Treasurer shall not be chairperson of any committee that requires the allocation of money.

Expenditures for more than \$50 will require approval of the Board. Expenditures for more than \$150 shall require approval of the membership. All expenditures over \$150 not already included in the budget shall be presented to the membership for approval.

All checks shall require the signature of two (2) of two members of the Executive Board, i.e., President, Vice President, Secretary, Treasurer.

Article IV: Dues

Membership shall be open to all who desire and have an interest in the art of quilting and quilt making. No potential member shall be discriminated against based on race, color, religion, sexual preference, disability or national origin.

Membership dues shall be determined by recommendation of the Board and approved by the membership. Dues are non-refundable and shall be payable by the first meeting of the fiscal year.

There shall be no partial membership due for individuals joining during the year.

The fiscal year shall be January 1 through December 31.

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Renewal of membership shall be attained by paying current membership fee. Members in arrears three (3) months shall be dropped from the membership list. Membership shall be reinstated upon payment of the outstanding dues.

Article V: Meetings

General membership meetings shall be held once a month. The Annual Meeting shall be held in January each year except in the event the meeting falls on a legal holiday. In that event, the Board shall fix a day within same month to hold the Annual Meeting.

Board meetings shall be held monthly to manage the affairs of the guild. Special meetings of the Board may be held by conference call if needed.

A quorum for conducting business shall consist of those present at any given meeting.

A requirement for passing a resolution shall be a simple majority of those present at any given meeting. No provision is made for absentee or proxy vote.

Special meetings may be called by the President, any other board member or by action of the membership. All members are to be notified within 30-days of any special meeting.

All special meetings shall be open to all members; they shall be recorded and posted on the website.

Section VI: Voting

The President shall appoint a Nominating Committee. The committee will consist of three (3) members and two (2) alternates and will decide upon its chair. It shall be the duty of the Nominating Committee to present a slate of nominees to the membership at the September meeting. The nominations by this

committee shall not prohibit members from making other nominations. A copy of the results of the balloting shall be affixed to the minutes of the meeting.

No member of the Board shall serve on the Nominating Committee. No member appearing on the ballot shall be part of the Nominating Committee.

Voting shall be by ballot at the October meeting. Each member in good standing attending the October meeting will be given a ballot. There will be an opportunity to make nominations from the floor. Members shall mark the ballot and return it to the Nominating Committee during the October meeting. No member may vote more than once. The results of the election shall be reported immediately by the Chairperson of the Nominating Committee and a written report published in the newsletter. The new officers will take office on January 1.

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Article VII: Committees

The President shall ask for volunteers to chair standing committees. Chairs of standing committees shall be appointed by the President. Chairs of standing committees shall become members of the Board. The committees shall be as follows; others may be added as deemed necessary:

- Programs/Education
- Membership
- Newsletter
- Historian
- Sunshine
- Community Outreach
- Parliamentarian
- Retreat
- Audit
- Nominating
- Quilt Show

The following committees shall have sub-committees with individual leaders as follows:

- Programs – Block of the Month, Block Swap, Mystery Quilt, Mini Groups, Brown Bag Challenge
- Community Outreach – each outreach program shall have a leader and funded charities shall be determined by the membership

Article VIII: Parliamentary Authority

The current edition of Robert's Rules of Order, Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Florida Non-Stock Corporation Act, the PQ's articles of incorporation or these by-laws and any special rules of order the organization may adopt.

Article IX: Annual Reports

Each committee chair shall be responsible to submit an Annual Report to the President at least 30 days prior to the annual meeting.

Article X: Amendments of By-Laws

Section I: The by-laws may be amended, altered or repealed and new by-laws adopted by the majority of the members present at any regular or special meeting.

Section II: The President shall inform the members of the proposed changes not less than (30) days prior to the meeting date. A written notice of revision will be published in the guild's newsletter and posted on the website.

Article XII: Order of Business

The order of business shall be as follows:

- Approval of minutes
- Reports of Officers (Vice-President and Treasurer)
- Reports of Standing Committees
- Reports of Special Committees
- Special Reports
- Unfinished Business
- New Business
- Show and Tell

Article XIII: Dissolution

In the event dissolution of PQ's is deemed necessary, a proposal to dissolve may be made by the Executive Board or Board. Notice of such a proposal must be given not less than thirty (30) days and published in the newsletter. PQ's shall be dissolved upon an affirmative vote by those present at the meeting.

On dissolution of the organization, all remaining funds shall be donated to a Florida-approved charity as described in the incorporation laws. No member may benefit from any remaining funds.

Voted and Approved by Membership on October 15, 2009