

# **BY-LAWS OF THE FLYING GEESE QUILT GUILD, INC.**

(Also see the companion document Policy Manual)

## **ARTICLE 1: NAME**

The name of this organization is THE FLYING GEESE QUILT GUILD, INC.

## **ARTICLE 2: PURPOSE**

The purpose of this organization is to create, stimulate, maintain, and record an interest in all matters pertaining to the making, collecting, and preserving of quilts and to establish and to promote educational and philanthropic endeavors through quilting.

## **ARTICLE 3: MEMBERSHIPS**

- 3.1. Membership is open to the public who are at least 18 years of age and requires non-refundable payment of appropriate dues. Each person must complete a membership form upon application or renewal.
- 3.2. Members are eligible to vote on the amendments of the By-Laws, elections of Officers, and on motions at the monthly business meetings.
- 3.3. A former member is reinstated upon application and payment of appropriate dues.
- 3.4. No person is discriminated against because of race, color, religion, national origin, gender, or handicap.

## **ARTICLE 4: OFFICERS AND BOARD OF DIRECTORS**

- 4.1. The Officers of the Guild will be President, President-Elect, Secretary and Treasurer. The members of the guild in these positions serve as the Executive Committee.
  - a. The Board of Directors include the officers and the Chairs of the major committees and a member-at-Large.
  - b. The major standing committees are Bingo, Charity Efforts, Community/Public Relations/Publicity, Goslings, Membership, Newsletter, Member-at-Large, Programs, Quilt Show, Retreat, Sunshine and Shadows, and Web Keeper.
- 4.2. The President and President-Elect serve for a term of one year. The Secretary and Treasurer serve for a term of two years. Each officer is elected to no more than two consecutive terms in the same office.
  - a. The President-Elect automatically serves as President the following year.
- 4.3. To serve as one of the four officers, a nominee must have been a member of the guild for a minimum of one year prior to being nominated. Any exceptions are voted on by the Board of Directors.
- 4.4. Election of the officers and directors are held at the May general meeting. Installation of new officers takes place at the June general meeting; each officer's term begins immediately.
- 4.5. If a vacancy occurs among the Officers, other than that of President, a replacement is appointed by the Executive Committee to serve the remainder of the term.
- 4.6. In the event of a permanent vacancy in the office of President, the President-Elect succeeds and serves the remainder of the President's term before serving the elected term as President. A member who is appointed to the position of President-Elect does not automatically serve as President the following year. In this case, the position of President-Elect is included in the normal election process.
- 4.7. An Officer or Committee Chairperson may be removed by a two-thirds vote of the members present and voting at a general meeting. The removal procedure is as follows:

- a. A written petition that the officer be removed is submitted to the Member-at-Large. The petition must clearly state the action requested and document the supporting rationale. The petition must be signed by 10% of the general membership prior to submission.
- b. The Member-at-Large:
  - i. Notifies the Officer of the petition whose removal has been proposed.
  - ii. Selects three (3) review committee members at random from the general membership. Petitioners and the four Officers may not serve on the review committee.
  - iii. Chairs the review committee to consider the petition and advise the Executive Committee if there is sufficient evidence to submit the petition to the general membership for vote.
  - iv. Sets the earliest date possible for the review committee meeting.
  - v. Reports the committee's recommendation at the next business meeting.
  - vi. If the committee recommends that the petition be put to a vote by the general membership, the Member-at-Large publishes a notification of the vote in the newsletter outlining the issues and stating that the vote will be taken at the next general meeting.
- c. The review committee conducts a written ballot vote at the general meeting.

#### 4.8. DUTIES of the Officers:

1. **PRESIDENT:** position assumed by the President-elect and held for one year. If the President-elect is unable to fulfill duties as President, a new President is elected for a one-year term.
  - a. Conducts general meetings.
  - b. Conducts business meetings.
  - c. Coordinates committee activities.
  - d. Attends committee meetings "ex officio" as necessary.
  - e. Serves as mentor to the President-Elect.
  - f. Prepares and distributes an agenda for the board meeting to the members in attendance.
  - g. Performs other duties as required.
  - h. Serves as an "ex officio" on the Board of Directors for one year following the term as President.
  - i. Ensures that Robert's Rules of Order are followed at meetings.
2. **PRESIDENT-ELECT:** (Vice-president) elected for a two-year term, one term as President-elect, followed by one term as President.
  - a. Serves in the absence of the President.
  - b. Chairs the budget review committee to review the Guild treasury records in March.
  - c. Coordinates the creation of a thank you gift for the outgoing president.
  - d. Is the by-law revision chairperson. Meets with a committee of volunteers every 2 years to review and make changes deemed necessary.
  - e. Is responsible for keeping track of the inventory of guild "belongings" (ie: quilt racks, black sheets, bingo items, raffle tickets, etc). This list is presented to the secretary and the treasurer at the beginning of the president elect's term and again at the end of their term in office.
3. **SECRETARY:** elected for a two-year term
  - a. Records minutes of business meetings.
  - b. Submits a copy of the board meeting minutes to the newsletter editor for publication.
  - c. Takes notes and tallies when votes are taken at general meetings. This information is submitted to the newsletter editor for publication with the next month's minutes and passed on to the president for inclusion in the by-laws or policies if changes are needed.

- d. Conducts correspondence of guild as needed.
- e. Collects and distributes guild mail from PO Box as necessary.
- f. Maintains reports and records of the office.
- g. Maintains a written inventory/record of guild property/assets (ex. quilt stands) and their locations. This list is provided by the President-elect twice a term.

**4. TREASURER:** elected for a two-year term

- a. Receives and banks all guild funds.
- b. Maintains bookkeeping records of all funds.
- c. Makes books available for review by the budget review committee in March, upon request of the Executive Committee and biennially to the independent reviewer.
- d. Works with program chairpersons to approve all reimbursement funds. Disburses funds as authorized.
- e. Gives monthly financial statements at business meetings.
- f. Quarterly advises officers and committee chairpersons of budget balances.
- g. Prepares, along with the president elect, a proposed annual budget for review at the May business meeting,
- h. Sends letter confirming meeting dates to each meeting place along with payment for use of the facility.
- i. Facilitates obtaining required licenses and files required reports.
- j. Maintains a written inventory/record of guild property/assets (ex. quilt stands) and their locations. This list is provided by the President-elect twice a term.
- k. Submits the Federal tax report, the Maryland Sales Tax and Use report, with appropriate tax payment as required, and the Maryland Personal Property return.
- l. Publishes in the May newsletter, the previous year's budget allowances and current expenses.
- m. Collaborates with chairs of bingo and quilt show committees to prepare a written report of income and expenses.

**ARTICLE 5: EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

- 5.1. The Officers of the Guild are the President, President-Elect, Secretary, and Treasurer serve as the Executive Committee. A quorum of the executive committee is three officers.
- 5.2. The members of the Board of Directors attend business meetings and write a newsletter articles as necessary informing the members of announcements.
- 5.3 For voting purposes, a quorum of the Board of Directors is seven members including two officers.
- 5.4. Each Committee chairperson submits a budget proposal to the Treasurer by March 1 for the following fiscal year.

**ARTICLE 6: COMMITTEES**

- 6.1. Chairpersons of the major standing committees are elected by the majority of the members present and voting at the May general meeting. If a vacancy occurs during the year, a replacement is appointed by the President.
- 6.2. Chairpersons of ad hoc committees are appointed by the President and function for the time required to accomplish the purpose of the committee. These committees' responsibilities may be assigned to an Officer of the Guild.
- 6.3. Each committee chairperson maintains a permanent record of the committee's activities, to be passed on to the position's successor.

6.4. **Terms of Office/Successors:** Attempts are made to have major committees chaired by two members each serving a two-year term but with the terms beginning and ending in alternating years. It is hoped that this allows for a more experienced member to mentor a less experienced member and to facilitate greater continuity.

6.5 Duties of the committees include but are not limited to:

1. **NOMINATING COMMITTEE** - Consists of two or three guild members appointed by the President in January.

- a. Recommends a slate of officers for the positions of President-Elect, Treasurer, and Secretary.
- b. Recommends a candidate(s) for the office of President if the current President-Elect was appointed under Article 5, section 5.6.
- c. Solicits candidates to serve as standing committee chairpersons.
- d. Presents the slate of nominees in the April newsletter and accepts additional nominations from the floor at the April general meeting.
- e. If one or more additional candidates are nominated from the floor at the April general meeting the members are notified through the newsletter, and voting will be by ballot at the May general meeting. If no additional candidates are nominated from the floor at the April general meeting, a voice vote is taken at the May general meeting.

2. **PROGRAM COMMITTEE** - Is co-chaired by two members each serving a two-year term and elected in alternate years. Responsibilities include:

- a. Plans and schedules programs for all general meetings with input from the Executive Committee.
- b. Obtains signed contract from all speakers.
- c. Plans, schedules, and contracts for workshops by outside speakers.
- d. Coordinates with Treasurer to arrange for payment of speakers.
- e. Introduces speakers.
- f. Sends handwritten letters of appreciation to speakers.
- g. Supplies a program schedule to the Newsletter Chairperson.
- h. Coordinates events to accommodate speaker's needs (transportation, lodging, meals, etc.)

3. **NEWSLETTER**

- a. Compiles and publishes a monthly newsletter.
- b. Handles distribution (both by mail and on-line) of newsletters to arrive at members' homes prior to the general monthly meeting.
- c. Submits payment to the treasurer for those wishing to advertise in the newsletter.

4. **MEMBERSHIP COMMITTEE**

- a. Maintains a completed membership form for each member and share with committee chairpersons as needed.
- b. Collects membership dues.
- c. Records all members and guests present at the monthly meetings.
- d. Publishes an updated membership list monthly.
- e. Updates and publishes Membership Handbook which is posted on the FGQG website.
- f. Provides members with a membership card after dues are paid.

- g. Provides each new member with a current copy of the newsletter. Provides each new member with the information that the Current Bylaws, membership list and the membership handbook are available on the FGQG website.
  - h. Oversees guest fees from non-members attending a general meeting and forwards collected fees to the treasurer.
- 5. CHARITY EFFORTS** (quilts, pretty pockets, pillowcases, burp cloths)
- a. Manages charity expenses against approved budget for the year.
  - b. Selects guild sponsored charity projects.
  - c. Oversees and coordinates all phases of the project activities.
  - d. Presents suggestions from the membership for charity recipients and reports the final tally of votes to the board. Presents this info each year at the July general meeting.
- 6. COMMUNITY/PUBLIC RELATIONS/PUBLICITY**
- a. Serves as guild contact for other community organizations.
  - b. Coordinates volunteers from the guild to address community needs and requests.
  - c. Greets guests at the monthly meeting.
  - d. Introduces guests and new members to the guild.
  - e. Arranges for prize monies at the Harford Farm Fair.
  - f. Works with the Quilt Show and Bingo chairs/committees to promote these events through advertising in multiple media outlets including, but not limited to newspapers, magazines, TV stations, Libraries, social media, quilt shops, etc.
  - g. Promotes the MISSION of the Flying Geese Quilt Guild through outreach with the community.
- 7. QUILT SHOW:** The chair(s) of the quilt show:
- a. Assume overall responsibility for the show and reports plans to the Board of Directors.
  - b. Coordinates all sub-committees.
  - c. Manages all expenses against approved budget for the year.
  - d. Settles income and expenses and, along with treasurer, presents a written report at the business meeting within 3 months after the event.
  - e. Prepares an after-action report to guide future quilt show committee.
- 8. RAFFLE QUILT FOR QUILT SHOW** - In conjunction with the Quilt Show, FGQG raffles a quilt, and donates a portion of the proceeds to a charity, which is voted on by the General Membership.
- a. Works with the Quilt Show chairperson to manage any expenses against approved budget for the year.
  - b. Twenty-five percent of the profit from raffle ticket sales will be donated to the designated charity.
  - c. The charity serves the citizens of Harford and/or surrounding counties.
- 9. MEMBER-AT-LARGE**
- a. Accepts suggestions and concerns from members and reports to Executive Committee.
  - b. Chairs Officer Removal Review Committee as outlined in Section 5.7.
- 10. GOSLINGS**
- a. Manages all expenses against approved budget for the year.
  - b. Recruit guild members to teach skill-building projects which can be taught in a 1 ½ - 2 hr. period.
  - c. Coordinates Goslings meetings, including signing up participants and distributing materials needed for each monthly project.
  - d. Encourages all members (existing and new) to participate in order to build skills and foster camaraderie among members.

## **11. SUNSHINE & SHADOWS**

- a. In the event of an active member's death, a sympathy card is sent to the family as an expression of the Guild's sympathy. A donation of \$50.00 in their memory is made to a charity of the family's choosing or a charity of the Guild's choosing. The chair of Sunshine & Shadows, or their designee is in charge of contacting the family to determine the charity, coordinate with the treasurer to obtain monies and sends the donation to the charity of choice.
- b. Notice of a member's death is sent to the membership via an e-blast and a FB posting on the FGQG Facebook group.
- c. In the event of a death of an active/former member's immediate family, a sympathy card is sent to the member as an expression of the Guild's sympathy.
- d. In the event of an active/former member's illness, surgery, hospitalization, birth of a baby or other concern, a greeting card is sent to that active/former member expressing the Guild's concern and compassion.
- e. It is felt strongly that by including former members, we are conveying the FGQG as a caring, compassionate group.

## **12. RETREAT**

- a. Manages all expenses against retreat budget for the year.
- b. Plans and organizes/coordinates two quilt retreats per year.
- c. Coordinates with the treasurer the deposit and disbursement of all retreat related funds as well as any other certifications as needed (i.e., certificate of liability insurance).
- d. The refund policy is explained in the policy and procedures document page 5.
- e. Reimbursement of the coordinator/s retreat costs is for lodging only. If there is one coordinator, reimbursement of the retreat cost will be at 100% of the lodging cost. If there are two coordinators, reimbursement of the retreat cost will be at 50% of the lodging cost per coordinator.
- f. Since the retreat budget is "self-funding" - monies used for reimbursement comes from that fund and NOT the general guild budget.

## **13. WEBSITE/WEBKEEPER**

- a. The FGQG website is for the purpose of distributing guild information and events.
- b. The FGQG website is not to be used for any form of advertising.
- c. The Web Keeper maintains the FGQG website and updates as needed.

## **ARTICLE 7: ANNUAL DUES**

- 7.1. The appropriate dues for membership includes the application and/or annual renewal form and the fees.
- 7.2 The Executive Committee recommends the amount of the annual dues which is approved by the general membership.
- 7.3. Two dues rates are established:
  - a. Continuous renewal: This rate applies to members who renew annually by the September deadline.
  - b. New members: This rate may be set higher than the "continuous renewal" rate and applies to first time members or members who lapse in their renewal by the September deadline.
  - c. A higher rate is charged for members joining after 2009 who receive the newsletter by mail as opposed to an electronic version.
- 7.4. All non-members at general meetings are charged a visitor fee established by the Executive Committee.

- 7.5. The fiscal year is July 1 through June 30 of any year. Collection for renewal dues begins July 1. Renewal rates are available until the September General Meeting date. Thereafter, new member rates apply.

#### **ARTICLE 8: MEETINGS**

- 8.1. General meetings are held on the third Monday of each month.
- 8.2. Board meetings occur monthly at the discretion of the President and are open to all members. General guild business and voting (as needed) takes place at this meeting. Board Members submit agenda topics to the President prior to the business meeting.
- 8.3 The President or her designee prepares an agenda and written reports, to be distributed prior to each business meeting.
- 8.4. Special meetings of the membership are called by the President or by the Executive Committee.
- 8.5. Meeting place(s) are selected by the Executive Committee. If it is necessary to find a new meeting place, the President may appoint a committee to research available places and make recommendations to the Executive Committee.

#### **ARTICLE 9: QUILTING BEES**

- 9.1 Membership in and attendance at bees is open to all guild members.
- 9.2 If finances require a reduction in funding for bees, reductions will be proportional across all bees.

#### **ARTICLE 10: FINANCES**

- 10.1 The budget review committee reviews the current year budget to actual, get requests for budget allotments from committee chairs and prepare an annual budget for the next fiscal year. This budget is presented to the board of directors at the April board meeting and is published in the May newsletter. The committee consists of the President-Elect, the Treasurer and one other person appointed by the President.
- 10.2 All guild financial records are reviewed annually by the budget review committee and reviewed biennially by a professional accountant/bookkeeper.
- 10.3 In order to receive reimbursement for a Guild expense, approval from the committee chairperson must first be obtained. A receipt and reimbursement request form must then be presented to the Treasurer within 60 days of incurring the expense.
- 10.4 Items purchased with guild funds are the property of the guild.
- 10.5 A guild inventory sheet is completed by the "custodian" (current keeper of the items) and submitted to the Secretary. Items purchased for a specific committee are transferred to the succeeding committee chairperson. The new "custodian" of the item notifies the Secretary, who maintains an updated inventory sheet and includes this info in an annual report.
- 10.6 Committee expenses out of the ordinary and unexpected must be brought to a business meeting and approved by the Executive Committee, prior to any purchases being made.
- 10.7 As of January 2022 FGQG Banking is being conducted on-line. Guild funds for day-to-day operation are maintained in a checking account. Checks may be signed by the Treasurer or President. Reserve funds are maintained in an interest-bearing account until needed. The signatures of the President and the Treasurer are required to withdraw funds from the reserve/interest bearing account(s).
- 10.8 The fiscal year runs from July 1 through June 30. All remaining committee funds revert to the general fund July 1 except for retreats which is a self-funding committee.

## **ARTICLE 11: FUND-RAISING /ADVERTISING**

- 11.1. Fund-raising activities may be undertaken with the approval of the Executive Committee. An ad hoc committee chairperson is appointed by the President for each such activity.
- 11.2 Advertising is allowed in the FGQG newsletter.
- a. We reserve the right to refuse any advertising we deem to be unacceptable.
  - b. Advertising rates are set by the Board of Directors.
  - c. Members receive a 20% discount on advertising rates.

## **ARTICLE 12: COMMERCIAL SOLICITATIONS & USE OF GUILD MEMBERSHIP LIST –**

To maintain the Guild's focus on quilting and quilting-related matters, and to protect the privacy of our members:

- 12.1. The Guild does not allow non-quilting-related commercial/business solicitations at our general monthly meetings, but these entities may advertise in the newsletter.
- 12.2. The Guild membership list is provided for the members' personal use only.

## **ARTICLE 13: DISPOSITION OF PROPERTY**

- 13.1. Upon dissolution of the Guild by vote of the membership, the Executive Committee pays or makes provision for payments of all liabilities of THE FLYING GEESE QUILT GUILD.
- 13.2. In the event of dissolution, the Executive Committee, if possible, disposes of all assets of the Guild exclusively for the purposes of charitable, educational, religious, or scientific organizations provided they qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE 14: PUBLICATION OF AND AMENDMENTS TO BY-LAWS**

- 14.1 A copy of the by-laws is available on the FGQG website.
- 14.2 By-laws are reviewed at least every two years by a committee. The President-Elect (VP) is the chairperson of the By-laws review committee. The committee presents the revisions at a business meeting, before being presented to the general membership. After discussion and any additional revisions, the general membership is notified of the most recent revisions via email notification. After open discussion at the general meeting, a vote is called for and must be approved by a 2/3 vote of the general membership in attendance.
- 14.3. These by-laws may be amended by a 2/3 vote of the members present and voting at any general meeting of the **Flying Geese Quilt Guild**, provided that the members are given advance notice of the proposed amendments. When any additional amendments are approved, they are published in the guild newsletter so that members may annotate their copies.

## **ARTICLE 15: PARLIAMENTARY AUTHORITIES**

The rules contained in The New Robert's Rules of Order govern the meetings of this guild.

Revisions approved by Board of Directors on May 30, 2012, and by the membership on June 18, 2012.  
Revisions approved by the Board of Directors on April 28, 2014, and by the membership on August 18, 2014.  
Revisions approved by the Board of Directors on April 25, 2016, and by the membership on June 2016.  
Revisions approved by the Board of directors on October 23, 2018, and by the membership on November 19, 2018.  
Revisions approved by the Board of directors on April 24, 2023, and by the membership on May 15, 2023.  
Revisions approved by the Board of directors on May 27, 2025, and by the membership on June 16, 2025.