

CONSTITUTION AND BYLAWS AND POLICIES OF THE GRAND RAPIDS MODERN QUILT GUILD

First adopted: February 2014

Amended: (affiliate membership) September 2016

Amended: (length of term of offices) June 2018

Amended: (mission statement): January 5, 2021

Amended: (articles on membership, dues and fees): March 1, 2022

Amended: (nominations): September 6, 2022

Amended: (added Pro-Tempore, term limits, mission statement, nomination and elections): March 7, 2023

Amended: (clarified roles for officers; added policy for removing officers, committees): October 1, 2024

Amended: (to abide by Modern Quilt Guild requirements): May 6, 2025

ARTICLE I: NAME

The name of this organization shall be the Grand Rapids Modern Quilt Guild, a Michigan non-profit organization.

ARTICLE II: Location

This Guild serves the greater Grand Rapids, Michigan Area.

ARTICLE III: PURPOSE

Section 1. Purposes

The Guild is organized and will be operated exclusively for charitable, religious, educational, or scientific 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.

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 purposes 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.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Guild is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.

Within the scope of these purposes, the Guild is organized and operated to

- Develop and encourage the art of modern quilting.
- Work with other guilds and groups with a similar purpose.
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects.
- Offer educational opportunities through classes, workshops, and sharing of information.
- Support and provide the opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills.

The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.

Section 2. Mission

The mission of the Grand Rapids Modern Quilt Guild is to welcome and encourage all individuals that share a common interest in modern quilting. We

will support and encourage the community through sharing inspiration, art, education, volunteering, and charitable giving.

Section 3. No Private Inurement

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 purposes set forth in this document.

ARTICLE IV: MEMBERSHIP

Section 1. Members

Membership shall be open to any person interested in modern quilts and modern quilt making. Membership in the is granted upon the payment of dues. New members may join at any time. Existing members are required to keep dues current, payable in the first two months of the year. Members may participate in and support the projects and activities of the Grand Rapids Modern Quilt Guild (Grand Rapids Modern Quilt Guild), including the privilege of voting, holding office and serving on committees. They shall be entitled to preferential placing in any Grand Rapids Modern Quilt Guild sponsored function, receive a membership roster, have access to minutes of the business and general meetings, along with the treasurer's reports. Members may place items on the agenda and be informed of all decisions of the Executive Board.

Section 2. Associate Members

- A. Associate members shall be a place of business and/or community organization wishing to support the Grand Rapids Modern Quilt Guild.
- B. Associate members shall be entitled to all benefits of active members and will be granted attendance of one representative at the monthly Grand Rapids Modern Quilt Guild meetings.
- C. Associate members shall be given priority over non-affiliate businesses or organizations to the extent reasonably possible.

The Executive Board shall establish dues for associate members.

Section 3. Revoking of Membership

State what would cause membership in the Guild to be revoked.

- A. Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by the Board of Directors.
- B. Membership may be revoked for violating policies set by the hosting meeting space
- C. In instances of verbal harassment or disruptive conduct during meetings, the Board of Directors may attempt conflict resolution but reserves the right to immediately revoke the membership of the disruptive member.
- D. Membership may be revoked by participating in activities that are criminal in any activity related to the Guild or its functions.

ARTICLE V: DUES/FEES

Section 1. Dues

- A. Annual dues are required for membership. Annual dues shall be determined by resolution of the Executive Board, and presented to members 30 days in advance of the November meeting. The members present at the November meeting will then vote on the proposed change and will require a 2/3 majority of the members present to pass the change.
- B. Visitors may attend one meeting, free of charge.
- C. Annual dues are payable on January 1st and become delinquent February 28 unless prior arrangements have been discussed with the treasurer.
- D. Dues will be collected by the Treasurer, identified and held in the Grand Rapids Modern Quilt Guild checking account. The Treasurer shall account for all dues collected in the quarterly Treasurer's report.
- E. Members that pay to join Grand Rapids Modern Quilt Guild in November or December will not be required to pay dues the following year.
- F. A member whose dues remain unpaid by February 28 shall be dropped. That member will be reinstated upon payment of dues.
- G. Dues are not refundable.

Section 2. Fees

- A. Fees may be charged for special classes, presentations and/or events as established by the Executive Board.
- B. Fees will be collected by the Treasurer, identified and held in the Grand Rapids Modern Quilt Guild checking account. The Treasurer shall account for all fees collected in the Treasurer's report.
- C. Fees may be refundable as determined in advance of the event, class or presentation in the event of cancellation by the Grand Rapids Modern Quilt Guild.

ARTICLE VI: MEETINGS

Section 1. General Membership Meetings

- A. General Membership meetings shall be held monthly on a date and at a place as designated by the Executive Board.
- B. The January meeting shall be considered the Annual Meeting.
- C. Special meetings may be called by the Executive Board or 10% of the members.
- D. Changes to any meetings shall be announced on the Grand Rapids Modern Quilt Guild Facebook page and/or via email.

Section 2. Executive Board Meetings

Executive Board meetings shall be held and are open to the General Membership.

Section 3. Minutes

Minutes of all meetings shall be available to all members, and will be sent by email to all members on the email list after each meeting or and posted on the website. A record of all previous months' meetings will be available by request to all members.

Section 4. Voting

Every act or decision brought to the General Meeting shall be decided by a majority of members present at the meeting, except as otherwise provided by applicable law. Each member present is entitled to one vote on each matter. Voting shall be by voice, show of hands, or by ballot.

ARTICLE VII: FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year shall be from January 1 through December 31.

Section 2. Budget

The Executive Board shall adopt the budget to be presented for approval by the membership no later than the February meeting.

Section 3. Quarterly Report

The Treasurer shall prepare a quarterly report for the Executive Board.

Section 4. Bank Account

The president, vice-president and treasurer each will have access to the Grand Rapids Modern Quilt Guild bank account.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations for Officers

The President will open nominations for organization officers at the October meeting from the General Membership. Members may nominate other members, with their permission or may self-nominate. Nominations will be accepted from the October meeting to the November meeting and will be presented to the organization membership at the November meeting. Nominations may be made with the consent of the nominee on the day of the election.

Section 2. Officer Terms

Officers shall serve a two year term, until their successors are elected and all accounts, paperwork, and social media information have been transferred to the incoming board. These actions are to be completed by the January meeting. Officers may serve up to two terms consecutively. Officers may run for a different position at the completion of their term/terms.

Section 3. Officer Duties

A list of the duties and descriptions for each officer position shall be reviewed at the general October meeting of the election year and will also be available

on the Grand Rapids Modern Quilt Guild Facebook page and website for members to review.

Section 4. Voting

Votes may be cast by being present at the November general meeting, by electronic transmission prior to the start of the meeting using an electronic ballot, or by proxy. Only paid organization members in good standing will be allowed to vote.

ARTICLE IX. EXECUTIVE BOARD

Section 1. Executive Board Officers and their Duties

The Executive Board shall be elected by the General Membership and shall include the officers of the Organization. The Officers of the Organization shall be President, Vice President, Secretary, Treasurer, and Pro Tempore.

The duties of officers are as follows:

A. The President shall:

- Preside at all general, special and Board meetings.
- With the approval of the Officers, appoint all Committee Chairpersons.
- Attend committee meetings as an ex officio member of the committee as necessary, Coordinate committee activities.
- Perform other duties as required, as official spokesperson for the Grand Rapids Modern Quilt Guild.
- Serve as an authorized signer along with Treasurer on checks issued by the Grand Rapids Modern Quilt Guild.
- Verify that all officer duties are completed as described below.

B. The Vice-President shall:

- In the absence of the President, conduct Grand Rapids Modern Quilt Guild meetings and/or Board meetings.
- Assume the responsibilities of the President in the event the President cannot complete the term of elected office.
- Oversee the review of the Grand Rapids Modern Quilt Guild Bylaws as necessary.

- Serve as an authorized signer with the Treasurer on checks of the Grand Rapids Modern Quilt Guild.
- Conduct an annual review of conflict of interest statements and report to the executive board at the April meeting.

C. The Secretary shall:

- Keep minutes of the general meetings or arrange for a substitute in his/her absence.
- Distribute the minutes of the General Meeting and Executive Board meeting electronically.
- Keep minutes of the Executive Board meeting or arrange for a substitute in her absence.
- Maintain an electronic record of all minutes for the term of office.
- Conduct correspondence for the Grand Rapids Modern Quilt Guild.
- Post electronic minutes to the Facebook group and the google drive within 30 days of meetings.
- Oversee membership roster.
- Maintain electronic attendance records for all organization activities, including but not limited to board meetings, general meetings, sew-ins, and retreats, for the term of office.

D. The Treasurer shall:

- Receive and bank all Grand Rapids Modern Quilt Guild monies.
- Maintain bookkeeping records of all funds.
- Disburse funds as authorized.
- Serve as an authorized signer with other authorized Officers on checks of the Grand Rapids Modern Quilt Guild.
- Make a financial statement available for the members annually before May for the prior tax year (January-December).
- Provide a financial statement to the Executive Board.
- Keep a copy of the proof of receipt of tax filings, as well as a copy of the filing itself.
- Report filing to the Executive Board no later than May 1 of each year.
- Propose a budget to the Executive Board at the January Executive Board meeting, so that it can be presented to the membership and voted on at the February membership meeting.
- Maintain proper electronic documentation of incomes and revenues for auditing purposes.

- Present a quarterly report to the Membership in February, May, August, and November

E. The Pro Tempore shall be an elected position and will serve the same terms as other board members. The Pro Tempore will serve as a tie breaker, and, should any board member be absent from their position longer than one month, they will assume the full responsibilities of said position until the elected member returns.

Section 2. Duties of the Executive Board

The Executive Board, consisting of the Officers, shall have general supervision of the affairs of the organization; shall set policy; fix the hour and place of the Board and General Meetings; shall have control of the proceeds of the organization funds; shall publish the minutes of each Executive Board and General Meeting, and shall perform other duties as specified by the Bylaws and organization Policies.

Section 3. Quorum

A quorum of the Executive Board shall be a majority of its members.

Section 4. Standing Committees

Standing committees may be established as determined by the Executive Board.

Section 5. Procedure for Concerns

Any member in good standing in the organization may raise a concern about a member of the executive board at any meeting. The board shall convene a meeting of the Executive Board meeting to review evidence and come to a recommendation, which may include the removal of an officer from their position. The recommendation will be voted upon by the membership within 60 days of the initial concern being raised.

Section 6. Electronic Records Maintenance

Any electronic records need to be maintained in an online drive that is accessible to all current members of the Executive Board.

ARTICLE IX. AMENDMENT OF BYLAWS

These Bylaws may be amended at any General Meeting of the organization by a majority vote of the General Membership present. Any proposed amendment

must be submitted in writing and must have been presented at a General Meeting prior to voting.

ARTICLE XI. DISSOLUTION

Upon the dissolution of this 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 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. The recipient will be determined by the majority vote of the members present at a regular membership meeting. 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.