

BYLAWS OF THE ALLEN QUILTERS' GUILD

Article I - Identification

A. Name: Allen Quilters' Guild ("AQG") is an Internal Revenue Code 501(c) (3) non-profit organization operating in Collin County, Texas as a Texas non-profit corporation.

B. Registered Office and Registered Agent: The Registered Agent and the Registered Office of the AQG shall be determined by the Executive Board from time to time.

C. Principal Office: The principal executive office of the AQG shall be fixed by the Executive Board, and located in Collin County, Texas, or at such other place within the State of Texas as the Executive Board hereafter shall designate. The AQG may also have offices at such other place or places as the Executive Board may from time to time designate. Records of membership, finances, donations, corporation minutes, and other similar AQG records will be maintained at the principal office of the AQG or at such other place designated by the Executive Board.

D. Non-Profit Status: The AQG shall always operate on a non-profit basis. In no event shall any part of the net earnings, if any, or assets of the AQG benefit any person, including but not limited to any members, employee, trustee or officer of the AQG. However, the AQG may pay compensation in a reasonable amount to its members, and to those with whom it may contract from time to time, for services rendered as long as such services promote the purposes of the AQG as set forth in the Articles of Formation and these Bylaws. The AQG may use its funds to do service and provide benevolence for its members and in the community provided that such efforts are undertaken in a manner that does not undermine the non-profit status of the AQG.

Article II - Purpose

The purpose of this organization is to promote the knowledge of all aspects of quilting, including the heritage, education, art, and friendship of quilting.

Article III - Membership

A. Regular Membership: Participating membership shall be open to anyone 18 years of age or older interested in the purposes and objectives of the AQG. Such a

person indicating their desire to join the AQG shall be declared a Regular Member upon payment of annual dues as listed in Standing Rule 5. Regular members shall have voting privileges and shall have the right to hold an office or a volunteer standing committee chairmanship.

B. Junior Membership: Participating membership shall be open to any person 10 through 17 years of age interested in the purposes and objectives of the AQG and who is the child or ward of a Regular member. Such a person indicating their desire to join the AQG shall be declared a Junior Member upon payment of annual dues as listed in Standing Rule 5. Junior members may not vote, hold office or head committees. Junior members must be supervised by a parent or guardian at all AQG functions.

C. Guests: Any person may attend two meetings of the AQG as a guest; however, further attendance requires payment of the annual dues.

D. Dues: Dues will be determined by the Executive Board and any change approved by majority of the membership present at a monthly meeting. Fiscal year begins January 1 and ends December 31 of each year. Dues are to be paid in January for the calendar year. Members whose dues are not paid by March 1 will be dropped from the membership in the AQG.

Article IV - Meetings

A. Regular Meetings: Regular meetings of the members of the AQG shall be held each month (unless otherwise ordered by the AQG or by the Executive Board) for the purpose of transacting any business that may become before the meetings. Such meetings shall be at the place and time designated by the President, Executive Board or by majority vote of the AQG members present at the preceding regular meeting. Meetings will be conducted using Roberts Rules of Order.

B. Annual Meeting: The October regular meeting shall be known as the Annual Meeting and shall include the election of officers for the upcoming fiscal year.

C. Special Meetings: Special meetings may be called by the President or by the Executive Board. Written or electronic notice will be sent to each member one week prior to the called meeting.

D. Meeting Quorum: A quorum shall be twenty-five percent of the current membership as determined by the 2nd Vice President-Membership. The President will be notified by the 2nd Vice President-Membership of a quorum before the meeting is called to order. If a quorum is not present at any regular meeting of the

members, no business shall be conducted except that a majority of the members present may adjourn the meeting.

E. Voting: Matters properly coming before the AQG requiring a vote shall be addressed by the present qualified members only. No provision shall exist for proxies or voting by mail, telephone, or email.

Article V - Elected Officers

A. Elected Officers: Elected officers of the AQG shall be a President, 1st Vice President-Programs, 2nd Vice President-Membership, 3rd Vice President-Communication, 4th Vice President-Community Service, 5th Vice President-Ways and Means, Secretary, and Treasurer.

All officers shall be members of the AQG. These officers comprise the Executive Board. Officers, as such, shall not receive any compensation for their services, but may serve the AQG in any other capacity and receive just compensation.

B. Nominating Committee: Officers for the AQG shall be nominated by the Nominating Committee. A Nominating Committee, consisting of a minimum of three members (of whom at least one is a current Executive Board member) and two alternates, shall be ratified at the August regular meeting. Alternates must attend the committee meetings. A member of the Nominating Committee may be nominated as a candidate for an elected office and must resign from the Nominating Committee if the nomination is accepted. The resigning member is replaced by an alternate.

The Nominating Committee prepares and presents a proposed slate of officers, consisting of one or more candidates for each elected office, to the AQG members at the September regular meeting, at which time additional officer nominations may be made from the floor. Nominees from the floor must be present to accept their nomination. No nominations shall be made without the consent of the nominee.

The Nominating Committee publishes the resulting slate of nominees in the October edition of the AQG newsletter. The Nominating Committee also provides a list of chairpersons for the Volunteer Standing Committees to be appointed by appropriate officers of the incoming Executive Board.

The Nominating Committee prepares and provides written ballots to the membership at the October regular meetings for the election of officers.

The Nominating Committee serves as the election tellers at the vote to elect the new slate of officers. Each current Nominating Committee will cease to exist

when the election results are ratified by the Auditor and reported to the membership at the October regular meeting.

C. Election:

Election of officers shall be held at the October regular meeting. An officer shall be elected by written ballot by the majority of the membership present. If there is only one nominee for a position, that person may be voted by acclamation.

D. Term of Office: A term of office shall be from January 1 through December 31. No member shall hold more than one elected office at a time and no member shall be eligible to serve more than two consecutive terms in the same elected office.

E. General Duties of All Officers:

In addition to each of the duties of each officer listed below, each officer shall:

1. Attend all Executive Board meetings.
2. Prepare an annual report to be submitted to the President with a duplicate copy submitted to the Secretary by December 31.
3. Act, if needed, as an advisor to the incoming officer.
4. Recommend to the Executive Board the removal of a chairperson for refusal to perform duties.

In the absence of the President, or in the event of her inability or refusal to act, the 1st Vice President-Programs shall perform the duties of the President; and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

In the absence of the President and 1st Vice President-Programs, or in the event of their inability or refusal to act, the 2nd Vice President-Membership shall perform the duties of the President; and when so acting have all the powers of and be subject to all the restrictions upon the President.

In the absence of President, 1st Vice President-Programs, and 2nd Vice President-Membership or in the event of their inability or refusal to act, the 3rd Vice President-Communication shall perform the duties of the President; and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

F. Vacancy and Removal: A vacancy in the office of President shall be filled by the 1st Vice President-Programs. Vacancies in any office other than the President shall be filled by a majority vote of the Executive Board. An officer elected to fill a vacancy shall be elected for the unexpired term of the vacant office.

Any officer may be removed by the unanimous vote of the remaining members of the Executive Board and by a two-thirds vote of the members present at the next regular meeting whenever, in their judgment, the best interests of the AQG would be served.

G. President: Duties shall include:

1. Act as the principal executive officer of the AQG and, in general, supervise and control all of the business and affairs of the AQG. Shall generally perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board.
2. Preside at all Executive Board meetings, regular meetings and special meetings. Except for the Nominating Committee, the President shall serve as an ex-officio member of all committees.
3. Sign, in the absence of the Treasurer, any checks on the AQG's behalf and, with the Secretary or any other proper officer of the AQG authorized by the Executive Board, may sign any contracts or other instruments which the Executive Board has authorized to be executed.
4. Establish the schedule for Executive Board meeting agendas and prepare agendas for the Executive Board meetings, regular meetings and special meetings.
5. Call additional meetings, including Executive Board meetings, via electronic means or telephone.
6. Responsible for final approval of the newsletter, content on the guild's web site and social media platforms, and any other material published by the AQG.
7. Responsible for the Post Office Box contract, keys and distribution of the contents of the box in a timely manner to appropriate officers and committee chairs.
8. Create, as needed, an ad hoc committee for a specific purpose. The committee will cease to exist after its specific function is completed.
9. Review the Treasurer's books at any time.
10. Receive annual reports of all officers and committee chairpersons at the final Executive Board meeting for the fiscal year and transfer them to the appropriate incoming officers with a duplicate copy submitted to the Secretary.
11. Designate the principal office of the AQG at the beginning of the fiscal year.

12. Appoint an Auditor at the beginning of the fiscal year.

H. 1st Vice President-Programs: Duties shall include:

1. Coordinate, arrange, and secure contracts for monthly programs from April of the term of office through March of the following year, with the Executive Board's approval. Follow up on programs arranged by previous 1st Vice President-Programs for the months of January, February, and March.
2. With the Executive Board's approval, book speakers up to 2 years in advance.
3. Secure location and setup of programs.
4. Provide a calendar of programs, guest speakers, and/or activities to the 3rd Vice President-Communication for newsletter publication.
5. Arrange local accommodations and transportation for guest speakers.
6. Collect program fees and pay guest speakers.
7. Coordinate as needed with the Public Relations Chair in the advertisement of major guest speakers.
8. Coordinate as needed with the Workshops Chair.
9. Solicit and evaluate an annual questionnaire concerning members' ideas for programs, workshops and activities.
10. Appoint and oversee the following committees which may include but not limited to:
 - a) **Block of the Month:** Prepare and make available at the regular meeting the directions for a quilt block for the following month's meeting. Provide quilt block directions to the 3rd Vice President-Communication for inclusion in the next month's newsletter.
 - b) **Christmas Brunch:** Responsible for determining the date, time, agenda, location, and attendance fee of the Christmas Brunch. Publish details of the Christmas Brunch. Responsible for collection of attendance fee, which covers the cost of the Christmas Brunch. Record and submit all transactions, receipts, and monies collected to the Treasurer.
 - c) **Retreat(s):** Coordinate plans, with the Executive Board's approval, for AQQ retreat(s). All costs of retreat(s) shall be paid for by the attendees and no cost shall be incurred by the AQQ.

- d) **Quilt of Valor Awards:** Supply quilts for awards as mandated by the Quilts of Valor Foundation rules.
- e) **Workshop(s):** Solicit and evaluate an annual questionnaire concerning the members' ideas for workshops. Coordinate, arrange, and follow up on workshop plans. Secure a written contract for teachers. Responsible for fee collection (at time of signups), workshop advertisement and teacher payment. With the Executive Board's approval, book teachers up to 2 years in advance. Provide a calendar of workshops to 3rd Vice President-Communication for newsletter publication.

I. 2nd Vice President-Membership: Duties shall include:

1. Notify the President if a quorum is or is not present at each meeting.
2. Keep an up-to-date record of all AQG members (including each member's name, address, phone number, email, and name of small group affiliation, if any).
3. Coordinate with 3rd Vice President-Communication the current membership email addresses for newsletter and other communications distribution.
4. Record attendance and greet all members and guests at the regular meetings.
5. Collect dues from the members, and forward dues to the Treasurer.
6. Maintain member and guest name badges.
7. Assemble by March 1 an annual directory with the current membership information and Bylaws. Distribute directories at regular meetings. Mail directories to out-of-area members only.
8. Encourage the formation of Small Groups.
9. Act as parliamentarian during Executive Board meetings, regular meetings and special meetings.
10. Appoint and oversee the following committees which may include but not limited to:
 - a) **Door Prizes and Birthdays:** Solicit and secure door prizes and birthday prizes for each regular meeting. Provide winning members an addressed thank you note to the donor of each donated door prize.
 - b) **Hospitality & Welcome:** Solicit members to be on hospitality and welcome duty for the regular meetings, special meetings and other events as requested. Responsible for set up, clean up, and take down of tables used for refreshments. Maintain and store the AQG refreshment supplies, making them available at meetings upon request.

- c) **Sunshine & Shadow:** Gather information pertaining to the AQQ members on newsworthy items and submit them to 3rd Vice President-Communication on a monthly basis by the newsletter deadline. Send members birthday cards in the mail one week before their birthday. Send flowers/cards as directed by the Executive Board or voted by the AQQ.

J. 3rd Vice President-Communication: Duties shall include:

1. Responsible for the production of the AQQ newsletter
2. Provide an electronic copy of the newsletter and the regular meeting minutes for the website manager.
3. Set deadlines for submission of newsletter items.
4. Include in each newsletter (at a minimum): website location of the minutes of the preceding meeting, location, date and time of upcoming Executive Board meetings (see Article VII - The Executive Board; Item C. Meetings), regular meetings, and any special meetings, an events calendar, the names of the hospitality hosts for the next regular meeting, any reports submitted for publication, and the AQQ post office box address.
5. Coordinate with the 2nd Vice President-Membership the current membership email addresses for distribution of newsletters and other communications.
6. Appoint and oversee the following committees which may include but not limited to:
 - a) **Public Relations:** Post notice of monthly meeting in the local newspaper and other local media sources. Prepare and distribute signs, handouts, and/or brochures to be placed in locations promoting the AQQ. Write articles or notify the media of pertinent AQQ activities. Keep a file of possible publicity sources with contact names and deadline dates.
 - b) **Website Manager:** Responsible for identifying a webmaster and site host. Submit web site hosting and storage contracts to Executive Board for approval and payment in a timely fashion.

K. 4th Vice President-Community Service: Duties shall include:

1. Identify charities and community service groups and the needs of those groups that can be met by the AQQ's purposes as supported charities.
2. Encourage the construction of items to be distributed to the supported charities.

3. Organize workdays as needed for the production of items to be distributed to the supported charities.
4. Collect and distribute items to the supported charities.
5. Act as the custodian of the AQQ "stash" and kits for making donation/service items.
6. Maintain a record of the membership volunteer hours.
7. Act as liaison for the AQQ with supported charities and community service organizations.

L. 5th Vice President-Ways and Means: Duties shall include:

1. Oversee the revenue-generating activities of the AQQ.
2. Coordinate revenue-generating activities with the Treasurer, President, and 3rd Vice President-Communication.
3. Maintain membership on the following Committees and attend the committee meetings: Donation Quilt Promotion, and Fundraisers. Shall be the liaison for these committees at Executive Board meetings.
4. Appoint and oversee the following committees which may include but not limited to:
 - a) **Donation Quilt Production:** Responsible for the design, production, and quilting of the donation quilt for the AQQ after approval of plan from the Executive Board.
 - b) **Donation Quilt Promotion:** Responsible for the promotion and display of the donation quilt at various community locations and events. Solicit members to work at these events as needed. Coordinate the distribution of donation quilt tickets to guild members. Record and submit all transactions, receipts, and monies collected to the Treasurer.
 - c) **Fundraisers:** Identify bazaars, craft fairs and other sale events for potential revenue-producing activities. Find and secure admittance to Fundraisers with the approval of the Executive Board. Solicit members to work at Fundraisers.

M. Secretary: Duties shall include:

1. Record minutes of all regular meetings, all Executive Board meetings, and any special meetings.

2. Provide a copy of the minutes of the regular meetings to 3rd Vice President-Communication prior to newsletter deadline.
3. Maintain a file of all correspondence, mail, documents, and minutes of all meetings.
4. Maintain record book(s) in which bylaws, policies, contracts, official annual reports, newsletters, and minutes are entered. Properly record any amendments to these documents. Make the record books available upon request.
5. Maintain an inventory list of items and location of AQQ property
6. Serve as liaison between Executive Board and Bylaws Committee.
7. Serve as liaison between Executive Board and Nominating Committee.

N. Treasurer: Duties shall include:

1. Collect, record, and disburse the AQQ's finances.
2. Maintain a balanced checkbook at all times.
3. Retain for 3 years the financial records from banking institutions and debit card transaction processor(s), treasurer reports and debit card transaction information. Retain donation ticket stubs for 3 years.
4. Provide a monthly update of the AQQ's finances at the regular meetings and Executive Board meetings. Provide a copy of report to 3rd Vice President-Communication for publication in the newsletter.
5. Arrange for incoming Treasurer and President to have the necessary paperwork signed at the bank for the transfer of banking accounts to the incoming officers.
6. Coordinate as needed with 2nd Vice President-Membership and the 5th Vice President-Ways and Means.
7. Prepare a budget proposal for year following term with incoming Treasurer, incoming 1st Vice President-Programs, and incoming President by December 31.
8. Prepare the books for auditing for the auditor by the March 1 deadline.
9. File any necessary tax information in a timely manner.

Article VI - Committees

1. A chairperson for each committee shall be appointed and overseen by each committee's corresponding Executive Board officer.
2. Each chairperson's duties shall include recruiting a satisfactory number of the AQG members to work on the committee to achieve the committee's purpose.
3. The Executive Board may remove any chairperson from chairmanship by unanimous vote of the Executive Board members at an Executive Board meeting whenever, in their judgment, the best interests of the AQG would be served.
4. A Volunteer Standing Committee chair vacancy may be filled by appointment by the affected committee's overseeing Executive Board officer.
5. The Executive Board may form a committee.
6. Each committee chairperson shall provide a written report to the committee's corresponding Executive Board member, with a duplicate copy submitted to the President and to the Secretary by December 31.

Article VII - The Executive Board

A. Membership: The elected officers of the AQG shall constitute the Executive Board. The immediate past President shall serve as an advisor to the Executive Board.

B. General Duties: The Executive Board shall make recommendations to the AQG, control matters relating to the management and development of the AQG, authorize non-budgeted expenditures of funds, and perform such other duties as are specified in these bylaws. The Executive Board must approve all contracts negotiated on behalf of the AQG prior to contract signature. The Executive Board may, on behalf of the AQG, accept any contribution, gift, or bequest. The Executive Board may spend up to \$100.00 on any non-budgeted item without the approval of the membership.

C. Meetings: The Executive Board shall meet at least monthly, as deemed necessary by the AQG President, at a designated location for the purpose of transacting any business that may come before the Executive Board.

Notice of the Executive Board meeting date, time and location shall be announced at each regular AQG meeting and published in the AQG newsletter.

Attendance by the elected officers of the AQG shall be mandatory at all Executive Board meetings. Any elected officer missing more than two (2) consecutive Executive Board meetings may be replaced.

Any AQG member may attend Executive Board meetings, but shall not have voting privileges. Provision shall be made for non-Executive Board AQG members attending Executive Board meetings to respectfully address the Executive Board on matters of interest or concern, with prior notification to the President.

D. Executive Board Quorum: A majority of the total members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

Article VIII - Appointed Position(s)

A. Auditor: Review the Treasurer's books by March 1 and prepare a report to be read at the AQG March regular meeting as to the financial affairs of the AQG. Make report available for publication in the March newsletter.

B. Allen Arts Alliance Member Organization Representative ("Liaison"): Attend each monthly Allen Arts Alliance Board of Directors Meeting ("AAA BoD Mtg") and report the results of that proceeding to the following meeting of the Executive Board. If unable to attend the AAA BoD Mtg, the Liaison will contact the President who shall then (1) appoint a proxy to assume the position of the Liaison for that meeting; and (2) notify the Allen Arts Alliance in advance of the meeting as to the identity of the proxy.

Article IX - Standing Rules

1. Each Executive Board position has only one vote, even if the position is held by two people in a co-chair arrangement.
2. Newsletter items must be submitted by the newsletter deadline for inclusion in the newsletter. It is not the responsibility of the 3rd Vice President-Communication to actively solicit these reports. The deadline to distribute the newsletter is one week prior to a regular meeting.
3. AQG members who teach workshops or present programs may be paid a fee determined by the Executive Board.
4. Workshop fees are due in total prior to the workshop. No refunds are made unless the space can be filled from a waiting list or the workshop is cancelled.
5. Regular Membership annual dues are \$35.00, prorated to \$17.50 for new members joining the AQG after the July regular meeting. Junior Membership dues are \$15.00, prorated to \$7.50 after the July regular meeting.
6. The Executive Board must pre-approve all expenditures over \$100.

7. For reimbursement of expenses, an itemized receipt with a completed voucher form must be submitted to the Treasurer.
8. Guests may be charged a \$5 fee for special speakers as determined by the Executive Board.
9. Members will reimburse the AQQ for any fees incurred by the AQQ from the bank for returned checks.

Article X - Bylaw Amendments

A committee shall be appointed by the President for the purpose of changing the Bylaws, if deemed necessary. The committee shall have three (3) to five (5) members with at least two (2) of those being former or current Executive Board members. The committee shall present their recommendation for amendments or revisions to the Executive Board within 90 days of their appointment.

Changes to the Bylaws may be proposed by any current AQQ member and must be submitted in writing with rationale to the Bylaws chair

Proposed Bylaw revisions must be published in two (2) consecutive monthly newsletters prior to voting. Bylaws may be amended at any regular meeting of the AQQ by two-thirds vote of members present, provided that the amendment has been published in the most recent newsletter.

Article XI - Dissolution

The AQQ may be dissolved upon a resolution of the Executive Board recommending dissolution, and then the approval by a majority of those members present and constituting a quorum at a regular or special meeting of the members. A resolution recommending dissolution shall specify the disposition of the assets of the AQQ should the vote carry, in a manner authorized under the provisions of section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Bylaws Revision History:

Passed July 15, 2004 and Effective January 1, 2005

Amended April 19, 2006 by vote: Article VIII - Appointed Position(s): A. Auditor

Amended July 20, 2006 by vote: Article I – Identification: A. Name, B. Registered Office and Registered Agent, C. Principal Office, D. Non-Profit Status; Article XI – Dissolution

Amended May 16, 2024 by vote: General Revision

Amended October 17, 2024 General Membership meeting by vote: Article IX, Standing Rule No. 5

Amended October 19, 2025 General Membership meeting by vote: Article VIII - Appointed Position(s)