

Bylaws for the Women of the West Quilters

*(Amended & Ratified May 2008)
(Proposed- Amended November 2011, to be Ratified January 2012)*

Article I. Name

- A. The name of the organization shall be Women of the West Quilters or the acronym, WOW. The organization operates as a Minnesota registered non-profit organization (not a 501(c)3), and is considered a community arts organization.
- B. Mission Statement: Women of the West Quilters encourage and support all levels of quilters. The Guild will offer education, programs, fellowship, communication, and community service while providing a place to be among people with a common interest in quilting.

Article II. Organization

- A. Members and Dues
 1. Membership shall be unlimited in number unless determined otherwise by the Board and by vote of the general membership.
 2. Annual dues are reviewed each year by the WOW Board of Directors. If a change is deemed necessary, it will be voted on by the general membership.
 3. Members who have not paid their dues by the end of January will be removed from the membership.
 4. New membership dues will be prorated according to the quarter in which the membership is paid.
 5. Membership renewal dues are based on a fiscal year starting in January.
 6. Guest fees will be charged of non-members. The amount will be determined by the board.
 7. Additional fees may be requested at the discretion of the Board for special events.
- B. Meetings
 1. Guild meetings are held monthly on the fourth Monday of each month at 7:00 PM unless otherwise announced in the newsletter.
 2. One third of membership shall constitute a quorum at a regular meeting. Voting on routine business matters will require two thirds majority of members present. Members must be present to vote.
 3. Board meetings are scheduled by the President and announced in the newsletter one month in advance. Any member of WOW may attend.

Article III. WOW Board of Directors

- A. The WOW Board is made up of the Executive Officers and Committee Chairs:
 1. Executive Officers are elected:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 2. Committee Chairs are volunteers:
 - a. Newsletter Chair
 - b. Membership Chair
 - c. Activity Coordinator Chair
 - d. Quilt Show Chair (a voting member of the board during quilt show years-odd years only)
- B. Terms of WOW Board:
 1. WOW Executive Officers and Committee Chairs serve a one-year term, with the exception of the Treasurer, who will serve two years.

2. A term consists of a January-December calendar year.
 3. Executive Officers and Committee Chairs will be limited to serving no more than two consecutive years in a row in the same office.
 4. Board members cannot fill more than one Executive Officer position in a year.
 5. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped from the Board if she/he has three (3) unexcused absences from Board meetings in a year.
 6. The Executive Officers will appoint substitutes if any of the Board members are unable to perform their duties for the calendar year.
- C. Election of WOW Executive Officers:
1. The slate of candidates for Executive Officers is prepared by a nominating committee consisting of the secretary and at least two other general members, and will appear in the September newsletter.
 2. Only members who are present at the October meeting will vote on the slate of candidates.
- D. Duties of elected Executive Officers: (All must maintain records of their year(s) in office, and turn them over to their successor)
1. President
 - a. Shall preside at all monthly membership meetings of WOW, and Board meetings.
 - b. Shall call special meetings of the Board when necessary.
 - c. Shall represent the Guild, or arrange such representation at community, social and business events.
 - d. Shall perform such duties as may be assigned by the Board or that may pertain to the office.
 - e. Shall work with Newsletter Chair each month to determine content of the newsletter.
 2. Vice-President
 - a. Shall perform any and all duties of the President during his/her absence.
 - b. Shall assume the presidency if the President is unable to fulfill his/her duties.
 - c. Shall assist the President in any such capacity as needed or directed.
 - d. Shall be in charge of program coordination.
 - e. Shall submit program description to Newsletter Chair each month.
 3. Secretary
 - a. Shall take the minutes of the WOW monthly membership meeting and the Board meetings, and submit both to the Newsletter Chair.
 - b. Shall keep a record of all minutes available to members.
 - c. Shall correspond with whomever the President or other WOW Board of Directors shall direct.
 - d. Shall be in charge of the Executive Officer nominating committee.
 - e. Shall accept written resignations from the Board.
 4. Treasurer
 - a. Shall keep accurate records of all monies received and distributed.
 - b. Shall provide quarterly Treasurer's report to the Board, including the statement of financial position and net operating funds.
 - c. Shall prepare annual budget for Board approval by December.
 - d. Shall submit books for annual review by review committee.
 - e. Shall submit proposed budget to be published in the January newsletter.
- E. Duties of volunteer Committee Chairs: (All must maintain records of their year(s) in office, and turn them over to their successor)
1. Newsletter Chair – Responsible for preparation and mailing of monthly newsletter as directed by the President.

2. Membership Chair – Responsible for up-to-date membership roster, monthly attendance, distributing New Member information sheets, reporting membership information to the Newsletter Chair, and assisting the Treasurer as needed.
 3. Activity Coordinator Chair – Oversees activities of the monthly meeting including but not limited to Block of the Month, Door Prizes, etc. Responsible for acting in place of, or finding a substitute for, any leader not in attendance at the monthly meeting. Also, responsible for filling leadership positions for each activity for the coming year.
 4. Quilt Show Chair (odd years only) – Shall oversee the activities of the biennial quilt show and keep the Board apprised of quilt show committee activities. Responsible for presenting a proposed quilt show budget and recommendation for proceeds distribution to be voted upon by the Board of Directors.
- F. Voting by Board of Directors
1. Each Board position shall have one vote regardless of the number of people holding the position on the Board. Shared positions have only one vote.
 2. For voting purposes, 51% of the Board constitutes a quorum.

Article IV. Funds

- A. Only the Treasurer, President, or Vice-President may sign checks; two signatures are required if the check amount is more than fifty dollars (\$50.00).
- B. Pre-approval by the President is required for reimbursement of all non-budgeted expenses.
- C. Annual Budget – The proposed annual budget shall be drawn up by the Treasurer with help from the Board. It shall be published in the January newsletter and voted on at the January guild meeting.
- D. Any charitable donation of guild funds must be approved by the general membership.
- E. Capital expenditures in excess of five hundred dollars (\$500.00) must have approval of the members; pursuant to Article II B.2.
- F. Financial Review and Review Committee – Year-end financial reports will be prepared by the Treasurer and submitted for review in January. The review committee will consist of the Treasurer who prepared the report, the President, and two guild members appointed by the President who are not current Board members. Results are reported on at the February guild meeting.
- G. Dissolution of Funds – Upon dissolution or disbanding of said organization, any assets shall be distributed to a qualified non-profit organization to be determined by a majority vote of the general membership.

Article V. Amendment

The Bylaws may be amended by a fifty one percent (51%) vote of those members present at a monthly meeting after review by the Executive Board. Proposed Amendments will be published in the previous months' newsletter.