

Bylaws for the Women of the West Quilters

dba WOW Quilt Guild

as amended on October 23, 2023

Article I. Name

A. The name of the organization shall be **WOW Quilt Guild**.

Women of the West Quilters, dba WOW Quilt Guild, (**WOW**) is organized as a non-profit corporation under Minnesota Statute 317A. The organization is recognized by the Internal Revenue Service as a non-profit corporation under section 501 (C)7.

B. Mission Statement: WOW Quilt Guild offers the opportunity for quilters to meet and become friends with others interested in quilting. The WOW Quilt Guild will encourage and support all levels of quilters. The guild will promote and advance the art of quilting in all forms through educational programs, workshops, community service and social activities.

Article II. Organization

A. Membership

1. Membership is open to all individuals who have met the membership criteria established by the Board of Directors and approved by the General Membership.
2. The Board of Directors at its discretion may waive or adjust the membership criteria for a limited number of members.
3. Members in good standing shall have voting rights at regular or special general meetings.
4. Failure to fulfill the membership criteria in the time period established by the Board of Directors shall subject the member to removal from the membership lists and the forfeit of voting rights as a member.

B. Dues and Fees

1. The Board of Directors shall establish the amount of annual dues required to become a voting member.
2. The annual dues are for the fiscal year extending from January 1st to December 31st.
3. The amount of the annual dues may be prorated at the discretion of the Board of Directors to reflect membership periods less than a full year.
4. The adjustment of annual dues for periods of absence due to extended vacations shall be at the discretion of the Board of Directors.
5. The Board of Directors shall establish fees for non-voting guest members for attendance at general meetings.
6. Additional fees or adjustments to annual fees for participation in designated activities or events shall be established by the Board of Directors.

7. The Board of Directors may establish fees for access to electronic participation that may be available for general meetings

C. Meetings

1. General Guild meetings are held monthly at a time and location established by the Board of Directors and conveyed to the members in advance via electronic correspondence (emails) and or by posting in the monthly newsletter.
2. One third of the membership shall constitute a quorum at a regular meeting.
3. Passage of routine business matters will require a majority of the paid members present. Members must be present to vote.
4. Board meetings are scheduled by the President or Vice President in the absence of the President.

Article III. WOW Board of Directors

- A. The WOW Board of Directors acts in the best interests of the membership and establishes policies and procedures as necessary. The Board of Directors is comprised of nine members and contains the following:

1. Executive Officers:

- President
- Vice -President
- Secretary
- Treasurer

2. Committee Chairs:

- Newsletter Chair
- Membership Chair
- Activity Chair
- Data and Technology Chair
- Quilt Show Chair

- B. Terms of WOW Board:

1. WOW Executive Officers and Committee Chairs serve a one-year term, except for the Treasurer, Data and Technology Chair, Newsletter Chair, Activity Chair, and Quilt Show Chair, who will serve two years. The Vice President advances to the position of President the next year to provide continuity of leadership. It is expected that newly elected Board members serve as assistants to their predecessors in the period after the election in October until they take office in January.

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 the same office, except in cases where no qualified member volunteers or accepts a nomination.
4. Each Board member cannot fill more than one position on the Board at the same time.
5. Resignation from the Board must be in writing and received by the Secretary. Failure by a Board member to perform the duties of their position for three consecutive months shall be considered as just cause for removal.
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 Board Members

1. The slate of candidates for Executive Officers and Committee Chairs 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 for Officers and Committee Chairs.

D. Duties of elected Board of Directors (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.
- f. Shall work with the Data and Technology Chairperson to determine content of social media and the WOW website.

2. Vice-President

- a. Shall perform 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 development and coordination.
- f. Shall submit program description to Newsletter Chair, Social Media, and WOW website 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 WOW Board nominating committee

e. Shall accept written resignations from Board members.

4. Treasurer

a. Shall keep accurate records of all funds received and distributed.

b. Shall provide a Treasurer's report to the Board, including the statement of financial position and net operating funds no less than quarterly.

c. Shall prepare annual budget for Board approval by the January Board meeting.

d. Shall submit financial records and fiscal year end reports for review by a review committee consisting of the outgoing and current Treasurers, the President, and two guild members appointed by the President who are not current Board members.

e. Shall submit a budget for publication in the January newsletter.

f. Shall be responsible for annual filings required by MN Secretary of State and the IRS.

5. Newsletter Chair

Is responsible for preparation and emailing of monthly newsletter as directed by the President.

6. Membership Chair

Is responsible for up-to-date membership roster, monthly attendance, reporting membership information to the Newsletter Chair, and assisting the Treasurer as needed.

7. Activity Chair

a. Is responsible for representing and communicating with the following Committees: Block of the Month, Community Service, Secret Quilters, Challenge Quilt, Small Groups, Birthday Club, and others established by the Board.

b. Is responsible for acting in place of, or finding a substitute for, any leader not in attendance at the monthly meeting.

c. Is responsible for filling leadership position for each activity for the coming year.

8. Data and Technology Chair

a. Shall administer guild website.

b. Shall manage technology and data needs of the guild.

c. Shall be responsible for maintaining the guild roster including the email distribution lists.

d. Is responsible for representing and communicating with the Social Media representative(s), and filling the Social Media representative role for the coming year. The Social media representative role is to oversee all aspects of social media and all social media accounts.

9. Quilt Show Chair

- a. Shall oversee the activities of a quilt show and keep the Board apprised of the quilt show committee activities.
- b. Shall be responsible for presenting a proposed quilt show budget.

E. 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.
2. For voting purposes, 51% of the Board constitutes a quorum.

Article IV. Funds

A. Two of the following officers (Treasurer, President, or Vice-President) shall provide the required two signatures on bank checks.

B. Pre-approval by the President and Treasurer is required for reimbursement of all non-budgeted expenses.

C. Annual Budget:

- a. 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, except for net proceeds from quilt show raffle quilts, which are put towards a charity supply fund benefitting guild charity projects per the Policy and Procedures for Community Service.

E. Expenditures in excess of line items in the approved Budget, must have approval of the WOW Board pursuant to Article IV. B.

F. Anticipated expenditures not included in the Annual Budget(as approved or amended) in excess of five hundred dollars, need prior approval by the WOW Board and Membership.

G. The fiscal year-end financial reports shall be presented to the Board of Directors and the membership after completion of review by review committee per Article III.D.4. d.

H. Upon dissolution or disbanding of the WOW Quilt Guild, all 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 Guild meeting after review and approval by the Board of Directors. Any Bylaw Proposed Amendment shall be submitted to the membership in a timely manner prior to the Guild meeting where a vote will be taken.

Certified

As approved by the Board of Directors

On __September 11_____, 2023

_____Janna Laumann_____, Co-Secretary

As approved by the members of the Women of the West Quilters, dba WOW Quilt Guild

On __October 23_____, 2023

_____Janna Laumann and Faye Rylander_____, Co-Secretaries

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SUMMARY OF AMENDMENTS APPROVED BY BOARD AND MEMBERS:

1. Approved by Board on 11/1/21 and Members on 11/22/21:
 - a. Formalize Vice President to President succession
 - b. Term limit contingency in the case of lack of volunteers/nominees
 - c. Data & Technology Chair role changes re: social media
 - d. Raffle Quilt net proceeds exception
2. Approved by Board on 2/7/22 and Members on 2/28/22:
 - a. Quilt Show Chair term length changed to 2 years
3. Approved by Board on 9/11/23 and Members on 10/23/23:
 - a. Strengthened language in Article III-B(1) to emphasize the smooth transition between outgoing and incoming Board members