

Bylaws of the North East Ohio Regional Quilt Council (NEORQC)

Article I. Name: The name of the organization shall be the North East Ohio Regional Quilt Council (NEORQC).

Article II Object: The purpose of this organization shall be to promote fellowship and to act as a coordinating body for the quilting activities of the members of the Council. The Council shall work to promote the fine art of quilting and raise the public awareness of the art form.

Article III. Members:

Section 1. Membership of this organization shall consist of guilds, independent shops or service businesses, teachers, resource and corporate members that accept the objectives of this organization. NEORQC is a non-discriminatory organization.

Section 2. Categories:

- A. Guild is defined as a group of individuals that gathers together in the interest of quilting.
- B. Independent shop or service business is defined as a profit making business or entity.
- C. Teacher is defined as an individual who shares his/her quilting ability with others through classes or workshops.
- D. Corporate member is defined as a member with two or more stores in Northeast Ohio.
- E. Resource is defined as an independent business or entity serving as an information source and is a not for profit business.

Section 3. Council Delegates: A delegate can represent only one entity for voting purposes. Voting will be indicated by voting cards distributed at the meeting.

- A. Guilds: Each guild will be entitled to two voting delegates. Any guilds having more than 30 members shall be entitled to one additional voting delegate for each additional 15 members or portion thereof. Guild delegates must be present to vote. No absentee ballots are acceptable. Each delegate shall be entitled to one vote. Each delegate shall represent only one guild and shall be entitled to only one vote.
- B. Independent shop or service business: Independent shops or service business shall be entitled to one voting delegate. Individual independent shops, service business, teacher, resource or corporate member may designate a representative for their vote if unable to attend the council meeting.
- C. Teachers: Each teacher shall have one voting delegate.
- D. Corporate Members: A corporate member shall have one voting delegate.
- E. Resource: Each resource is entitled to one vote

Article IV: Financial Administration

Section 1. Fiscal Year: The fiscal year of NEORQC shall be July 1 to June 30.

Section 2. Dues:

- A. Guilds: Dues will be assessed \$1.00 per member yearly with a minimum of \$15.00 per guild and a maximum of \$75.00 per guild. A membership list, including email contact information for two representatives, must accompany the payment.
- B. Independent shops or service businesses: \$40.00 a year. Only teachers/shop owners may pay the highest fee of \$40.00 and be allowed multiple (dual) listing.
- C. Teachers: \$25.00 a year.
- D. Corporate Members: \$1,000 a year.
- E. Resource: \$25.00 a year.

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Section 3. **Budget:** For adoption at the June meeting, The Board of Directors shall submit a budget for the ensuing year.

Section 4: **Non-budget expenses:** The Board may approve any expenses not included in the budget up to and including \$250. Any expense over \$250.00 needs membership approval. All unbudgeted requests for money, including those presented from the floor at a general meeting, will be discussed by the Executive Board for determination of budgetary feasibility and then presented to the general membership for approval at the following general meeting.

Section 5. **Trustees:** For purpose of incorporation tax-exempt filing, the four trustees are the president, vice president, secretary and treasurer. NEORQC tax-exempt status is to be used for NEORQC purposes only. Members are not eligible for tax-exempt status.

Section 6. **Charitable contributions:** A complete written proposal must be submitted to the Board of Directors. The Board shall make the decision if this proposal is to be presented to the Council for a vote.

Section 7: **Guardianship of funds:** Any financial transaction of \$750 or more requires two signatures of the Board.

Article V. Officers

Section 1. The elected officers of this organization shall be president, vice president, secretary and treasurer. The four elected officers must be from a different guild and/or membership category. Appointed officers shall include the newsletter editor, website manager, membership chair, seminar coordinator and grant committee chair appointed by the president with Board approval. There will be appointed four field representatives each from a different quadrant. These officers shall perform the duties prescribed by these by-laws and the parliamentary authority adopted by the organization.

Section 2. Election of officers will be held at the March meeting in the odd years. The term of office shall be two years. The term shall begin at the close of the March meeting in the odd year.

Section 3. No officer shall be eligible to serve more than two consecutive terms in the same office.

Article VI. Duties of Officers:

Section 1. The **president** shall preside at all meetings and shall be an ex-officio member of all standing committees except the Nominating Committee and shall appoint, with board approval, all appointed officers, standing and special committees not covered by the by-laws. The president must cosign all contracts with one other board member.

Section 2. The **vice president** shall preside in the absence of the president. The vice president will arrange for a guild to host council meetings and act as a liaison with said guild. The vice president will call the roll at the council meeting. The vice president shall perform such other duties as the president and Board may designate.

Section 3. The **secretary** shall take and maintain minutes of the council and Board meetings. Council minutes shall be submitted for posting to the NEORQC website within two weeks of the last meeting. Minutes of board meetings will be kept safely stored to be made available to membership at Council meetings. Shall conduct and maintain copies of any other correspondence on behalf of the council.

Section 4. The **treasurer** shall maintain records, collect funds, pay bills and establish a bank account in the Council name. Shall be responsible for all tax related forms and maintaining

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nonprofit status for the Council. Shall notify the board of directors of new and/or delinquent members. Shall be a member of the Seminar Committee and work closely with the registrar for the event. All receipts should be given to the treasurer in a timely fashion. Receipts submitted to the treasurer should be reimbursed within two weeks of receipt.

Section 5. **Field representatives** shall be a liaison between guilds and their general area with the Board of Directors.

Section 6. **Meeting absence.** Board members shall obtain a substitute or send a report in the event of a pending absence from Board or Council meetings. Absences shall be reported to the president.

Section 7. **Records.** Officers and chairpersons are required to maintain a portfolio of their respective positions. These portfolios will contain records, correspondence, and information necessary to fulfill the duties of their respective positions. These portfolios shall be passed to the newly elected officers or chairpersons at the end of their term.

Section 8. Failure by any officer to fulfill her duties as stated in these By-laws shall be deemed a resignation.

Article VII. Meetings

Regular meetings of the Council shall be held on the first Saturday of March, June and October unless otherwise ordered by the Board of Directors. The March meeting shall be the Annual Meeting.

Article VIII. Board of Directors

Section 1. The board of directors shall be composed of the four elected officers, chairpersons and four appointed field representatives. Board meetings shall be held the first Saturday of February, May and September unless otherwise ordered by the board of directors. The date, time and place will be posted on the calendar of events on the website.

Section 2. The Board is the legal entity charged with the management and responsibility for the organization. The Board is responsible for disciplining members for noncompliance of duties. The Board shall approve all contracts. Contracts require 2 signatures, the president and chairperson.

Section 3. **Vacancies.** Any vacancy occurring on the Board of Directors for any reason of an officer or appointed member may be filled by a majority vote of the remaining members of the Board.

Section 4. **Absences.** Two unexcused absences by a board member from a Board and/or Council regularly scheduled meeting will be deemed a resignation.

Section 5. A majority of the members of the Board of Directors shall constitute a quorum.

Section 6. The majority rules, with the president casting a final vote in a tie.

Article IX. Committees

Section 1. The **standing committees** are the Auditing, Nominating and By-laws Review.

Section 2. An **auditing committee** of at least 3 delegates shall be appointed by the president

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at the June meeting of even years, to serve 2 years, to conduct an audit of the financial records annually and report to the council in October.

Section 3. Nominating Committee. At the March Council meeting of odd years, a Nominating Committee of 3 to 5 members, each from a different guild or membership category shall be appointed by the president to serve 2 years. It shall be the duty of the committee to nominate at least 2 candidates if possible, each from a different guild or membership category for each office to be filled at the annual meeting of odd years. The committee shall interview prospective officers by questionnaire to determine their qualifications.

Section 4. A By-laws Review Committee of 5, representing at least 3 guilds shall be appointed by the president to review the by-laws and report to the board any by-law changes that are needed.

Section 5. The president shall appoint such other committees, in consultation with the board of directors, and shall make committee appointments deemed necessary to carry on the work of the organization. Volunteers may submit their names to any board member. All officers and committee members are volunteers.

Section 6. The **Grant Committee Chair** shall oversee the Grant Committee and selection process.

Section 7. The **Membership chair** shall maintain a directory of all member categories to be posted and updated annually and submit all additions and deletions to the website manager for publication.

Section 8. Seminar Chair shall appoint a registrar and coordinate financial matters with the Treasurer. Shall obtain a site for the seminar. Shall set up a budget and have the budget approved by the board. Shall prepare a final accounting to be presented at the May board meeting. Shall make every attempt to make the seminar self-supporting.

Section 9. Website manager shall maintain the website that includes the calendar of events, posting the minutes and all other communications of the Council.

Article X. Dissolution. In the event of dissolution, the net assets of the organization shall be distributed to a 501c(3) organization whose purposes are similar to this society.

Article XI. Parliamentary authority. The rules contained in the current edition of 21st Century Roberts Rules of Order shall govern the organization in all cases to which they are applicable and not inconsistent with these by-laws and any special rules of the organization.

Article XII. Amendment of By-laws. These By-laws shall be amended, approved by the board, published in the newsletter, and approved by a majority vote at the next regular meeting of the organization.

Article XIII. Confidentiality. The NEORQC guild membership list is the property of the organization. The list shall be used for the sole purpose of NEORQC business. This list shall not be sold or distributed.

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Rev. 7-25-09
Rev. 6-6-10
Rev. 3-4-2017