

BYLAWS OF LAS VEGAS QUILTERS
As Amended September 9, 2015

ARTICLE I

The name of the organization shall be LAS VEGAS QUILTERS (LVQ) known as LAS VEGAS QUILT GUILD herein referred to as the guild.

ARTICLE II

The guild is organized exclusively for charitable and educational purposes, more specifically to promote the art, craft and heritage of quilt making and to encourage personal growth and excellence through education, philanthropic endeavors and the preservation of quilts.

ARTICLE III - MEMBERSHIP

Section 1: Qualification. Membership is open to anyone interested in or actively promoting quilting.

Section 2: Status. A member is considered active upon receipt of application and payment of dues.

Section 3: Agreement. Members agree to abide by the By-Laws and Standing Rules of the guild.

Section 4: Fiscal year. The fiscal year for the guild is March 1st through the end of February the following year. **(See AMENDMENT 1.)**

Section 5: Dues. Dues are due at the beginning of the fiscal year. New members joining on or after September 1st shall be prorated at 50%. Members who have not paid their dues by April 1st will be dropped from the rolls and will no longer receive the newsletter. Late renewing members (members from the previous year) will pay the full amount of annual dues.

ARTICLE IV - MEETINGS

Section 1: General Meeting. Meetings of the membership shall be held at least 8 times per year.

Section 2: Annual Meeting. The annual meeting shall be held at the first general meeting of the calendar year.

Section 3: Special Meetings. Special meetings are for matters of an urgent and important matter that may arise between regular meetings and urgently require action by the guild before the next regular or Board meeting. They may be called by the President, elected officers and/or the Board. General members may submit a request to the Board for a Special Meeting. The purpose of the meeting shall be stated in the call (notice). Notification may be in the form of a letter, e-mail or telephone. Telephone notification will be followed by either a letter or e-mail. Except in cases of emergency, at least 7 calendar days' notice shall be given.

Section 4: Board Meetings. A minimum of four board meetings shall be held annually. Board meetings will be called as needed by the President (or an appointed representative). Meetings are open to the membership as non-voting attendees.

Section 5: Quorum. A quorum for the general meeting is 25% of active members. Quorum for a Board Meeting is the majority of board members, both elected and appointed.

ARTICLE V – OFFICERS

Section 1: Composition. The elected officers of the guild are the President, Vice-President, Secretary and Treasurer. These officers perform the duties as prescribed in the Standing Rules of LVQ.

Section 1: Terms. All elected officers serve for one year or until their successors are elected. The term of office shall begin at the close of the annual meeting. No elected officer shall serve more than two consecutive years in the same elected office.

Section 2: Vacancies. The Board shall fill a vacancy of an elected officer by appointment to serve until the next General Election. Should two or more vacancies of elected officers need to be filled, a special election by the general membership shall be held.

Section 3: Resignation. Resignations must be in writing (via letter or email), received by the Secretary and approved by the remaining Board.

Section 3: Nominating Committee. The nominating committee shall consist of one member selected from the Board and two members selected from the general membership in September. This committee shall elect their chairperson.

Section 4: Nominations. In October, the nominating committee shall present the slate of nominees to the general membership and a call for nominations from the floor may be opened. The final slate is then published in the newsletter at least 60 days prior to the election.

Section 5: Elections. Election of officers will take place at the Annual Meeting.

ARTICLE VI – THE BOARD

Section 1: Duties. While the guild is a member-driven organization, the Board is responsible for the general supervision of the affairs of the guild and none of its acts shall conflict with the actions or desires of the general membership. The board receives no compensation other than reasonable expenses.

Section 2: Composition. The Board shall consist of the elected and appointed officers, appointed committee chairs and co-chairs.

Section 3: Voting. All Board members are eligible to vote at Board meetings.

Section 4: Resignation and Termination. Resignations of Standing and Special Committee Chairs may be submitted in writing, by email or telephonically and are effective immediately. A Board member may be removed for cause by a three-fourths vote of the remaining Board members.

ARTICLE VII - COMMITTEES

Section 1: Appointments. The Board may create committees as deemed necessary by the membership and/or the Board to carry out the work of the guild. The President appoints all committee chairs with the approval of the Board. Committee chairs may appoint co-chairs if desired.

Section 2: Standing Committees. Standing Committees perform a continuing function and remain in existence for the life of the guild. Standing Committees are listed in the Standing Rules of LVQ.

Section 3: Special Committees. Special Committees are appointed to carry out a specified task and automatically cease to exist after the completion of the task.

Section 4: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, accounting for all expenditures and proposing the annual budget no later than the November Board meeting. The Board must review the budget and submit it to the membership for approval no later than the February general meeting for the following fiscal year. Any major change in the budget must be approved by the membership. Annual reports are required to be submitted to the Board showing income and expenditures for the previous fiscal year no later than the March Board meeting. The financial records of the guild shall be made available to Board members and the membership upon request.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The parliamentary authority for LVQ will be these By-Laws. Robert’s Rules of Order Newly Revised 10th Edition (RROO) may be used as a guideline for meeting procedures and disciplinary actions. RROO provides for constructive and democratic meetings, to help, not hinder, the business of the guild. Under no circumstances shall “undue strictness” be allowed to intimidate members or limit full participation.

ARTICLE IX – AMENDMENTS

Section 1: Procedure. Proposed By-Law changes must be approved by the Board and printed in the Newsletter at least 60 days prior to presentation at a General Meeting for vote. No amendment shall be made which will alter or negate the eligibility of the guild for Internal Revenue Service (IRS) 501(c)3 status.

Section 2: Quorum. The By-Laws can only be changed by a two-thirds vote of members present at the General Meeting.

ARTICLE X – DISSOLUTION

Section 1: Function. During the period leading to and including dissolution, the President and all other elected officers will function as outlined herein.

Section 2: Debts. Dissolution will not be initiated until all outstanding debts are satisfied.

Section 3: Assets. Any physical assets shall be offered for sale to the highest bidder with all proceeds going to a similar IRS 501(c)3 organization.

These Bylaws were approved at a meeting of the Board of Las Vegas Quilters on July 21, 2011 and replace the Bylaws of 2008.

AMENDMENT 1, ratified by vote of membership at September 2015 General Meeting: The fiscal year for the guild is January 1st through December 31st.

Standing Rules for Las Vegas Quilters (LVQ)

As Amended February 2018

I. CONDUCT

A. Members agree to abide by the By-Laws and Standing Rules of the guild.

B. Members are expected to refrain from conduct which could be considered injurious to the guild and its purposes. At no time will rudeness, name calling or other unseemly remarks be tolerated. The President or other representative has the right and obligation to ask members exhibiting such behavior to leave the meeting.

C. Members and guests are expected to refrain from loud talking or other conversations during meetings. Cellular phones should be turned off, placed on silent or vibrate mode. If it is necessary to take a call during the meeting, members will excuse themselves from the room. Members and guests not in compliance will be asked to leave the meeting.

D. As a member-driven organization the guild can only meet its objectives with the full participation of each and every member. To that end, members are expected to actively participate in guild activities and projects to the best of their ability and to share ideas. In return, they have the right to ask questions and voice any concerns they have.

II. MEMBERSHIP

A. Membership dues are \$20. Care-taker membership dues are \$10.

B. Guests may attend no more than two meetings annually without becoming a member.

C. Membership lists are private to LVQ members and MUST not be used or distributed for solicitation of any kind.

D. Membership lists will be provided each month to Newsletter, Sunshine and Hospitality chairs.

E. Membership lists will only be provided to officers, committee chairs, or other members upon request and for the sole purpose of fulfilling their duties.

F. Members and guests will sign in at all meetings.

III. FINANCES

A. An annual audit **review**¹ will be conducted yearly by a member selected and approved of by the Board at the end of the fiscal year.

B. An external audit **review**¹ will be conducted every fifth year in place of the annual audit **review**¹. This audit **review**¹ must be conducted by an outside auditor (no affiliation to the guild) and preferably by an accounting or bookkeeping professional.

C. Committee Chairs are expected to be good stewards of the monies entrusted to them. They may spend up to their allotted budget without prior permission from the Board. Reasonable and ordinary expenses may be reimbursed if no budgeted amount is allotted for a particular committee. Any extraordinary amounts or over-budget amounts must be approved by the Board. In either case, expenses will not be reimbursed by the guild without a receipt.

IV. CLASSES, RETREATS AND OTHER ACTIVITIES

A. Classes, retreats and other activities are open to all members and non-members.

B. The guild has the authority to request additional fees from non-members. Classes and retreats may charge an additional \$20 for non-members.

C. Refunds for classes will be given if requests for refunds are made at least **14 days prior to a class date. After the 14 days, the cost of the class maybe transferred to or bought by another member.**³ Refunds for retreats will be given if requests for refunds are made prior to the date set by the Retreat Chair. After that date refunds will be handled on an individual basis by the Treasurer.

D. All classes, retreats and activities must be prepaid.

E. All funds for classes, retreats and other activities will be collected by the Treasurer unless permission has been granted otherwise by the Treasurer.

V. NEWSLETTER

A. The newsletter will be sent via email to members who have provided an email address.

B. Members with no email will be asked to pay an additional fee for printing and postage based on the actual costs of these services if this is the only means available to them.

C. All members are encouraged to submit articles for the newsletter. The Newsletter Chair will establish the deadline for all submissions.

VI. OFFICERS

President:

1. Shall preside at meetings of LVQ and is an ex-officio member of all committees other than the Nominating Committee.
2. Shall co-sign all checks with the Treasurer.
3. Shall appoint standing and special committee chairs as needed.
4. Shall call special meetings as needed.
5. Sets the agenda for meetings.

Vice President:

1. In the absence of the President shall preside at meetings.
2. Shall assume the President's duties as requested/needed.

Secretary:

1. Shall keep and read the minutes of Annual Meeting, Board Meetings and Special Meetings.
2. Shall maintain LVQ records.
3. Shall be one of the officers to collect and distribute mail.

Treasurer:

1. Shall be the custodian of all funds received by LVQ.
2. Shall keep an itemized account of all receipts and disbursements using LVQ approved software.
3. Shall submit financial reports at meetings and publish reports in the newsletter.
4. Shall co-sign all checks.
5. Shall chair the Budget Committee.
6. Shall be one of the officers to collect and distribute mail.

VII. COMMITTEES

Standing Committees are:

1. Membership
2. Newsletter
3. Programs
4. Ways and Means (Fund Raiser)
5. National Quilting Association (NQA) Liaison
6. Sunshine
7. Hospitality
8. Webmaster/Webmistress
9. Retreat ²
10. Opportunity Quilt
11. Charity

Duties of Committee Chairs:

Membership

1. Collects Membership Applications.
2. Distributes membership cards, and other pertinent membership information.
3. Maintains current membership list and forwards information to other officers as needed.
4. Provides sign-in sheet at meetings and maintains lists of attendees.

Newsletter:

1. Collects all information and publishes a monthly e-mail newsletter to members.
2. Checks articles submitted for syntax and makes corrections as needed.
3. Supplies newsletter to members without e-mail.

Programs:

1. Arranges programs for monthly meetings.
2. Arranges for all classes.
3. Publicizes LVQ events.

Ways and Means/Fund Raiser:

1. Works with Committee Chairs involved with fund raising, i.e., Opportunity Quilt, Quilt Show
2. Responsible for LVQ fund raising.

NQA Liaison:

1. Keeps track of NQA membership due dates.
2. Acts as liaison between LVQ and NQA.
3. Reports activities of LVQ to NQA.
4. Informs the guild of projects and articles of interest from NQA.

Sunshine:

1. Sends appropriate cards and notes as necessary to members.
2. Informs Newsletter chair of members contacted for the month.

Hospitality:

1. Greets members and guests.
2. Helps to set up social events.

Webmaster/Webmistress:

1. Maintains website for LVQ.
2. Makes changes to website as requested.

Retreat:

1. Organizes LVQ retreat and subcommittees.
2. Negotiates site and catering contracts.

Opportunity Quilt:

1. Selects quilt to be made for the year.
2. Organizes the committee to oversee the quilt from design to completion.
3. Designs and prints tickets.
4. Arranges for distribution and collection of tickets and monies.
5. Arranges venues for ticket sales.

Charity:

1. Collects donations from members and other persons for use in charitable projects.
2. Coordinates with various organizations or individuals to deliver completed items.

Special Committees are:

1. Quilt Show
2. **Retreat²**

Duties of Committee Chairs:

Quilt Show:

1. Plans and organizes LVQ quilt Show and show subcommittees.

Standing Rules may be changed or amended at any general meeting by a majority vote of the members present.

These Standing Rules were approved at a meeting of the Board of Las Vegas Quilters on June 30, 2011 and replace the Standing Rules of November 12, 2008.

- 1: Changes ratified by majority vote of members present at May 14, 2014 General meeting.
- 2: Change ratified by majority vote of members present at August 13, 2014 General meeting.
- 3: Change ratified by majority vote of members present at February 14, 2018 General meeting.