

HEART OF THE TRIAD QUILT GUILD

Guild By-Laws as of May 2013, amended January 2020, revised January 2021, May 2021 and August 2022

Article I

Name and Purpose

Section 1. Name. The name of the Corporation shall be Heart of the Triad Quilt Guild, Inc. hereinafter called the "Guild"

Section 2. Purpose. The purpose of the Guild is to provide the opportunity for quilters to enjoy fellowship, exchange ideas and techniques for quilting, to encourage others to quilt, to provide information about quilting, and to make a positive impact on the community. The Corporation which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(7) or successor provisions of the Internal Revenue Code.

Article II

Offices

Section 1. Principal Office. The principal office of the Guild shall be located in the State of North Carolina or any other location designated by the Executive Board.

Section 2. Registered Office. The registered office of the Guild required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Guild may have offices at such other places, either within or without the State of North Carolina, as the Executive Board may designate or as the affairs of the Guild may require from time to time.

Article III

Membership

Section 1. General Rights and Powers. Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provision governing the withdrawal, suspension, and expulsion of members shall be determined by the Executive Board. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and any right, title, or interest in or to the Guild, its properties and franchises, shall cease and divest upon termination of membership except that liability of a member for sum due the Guild shall survive such termination unless otherwise expressly provided by the Executive Board.

Section 2. Qualifications for Membership. Individuals promoting the objectives of the Guild shall be eligible for membership. A person may attend two meetings as a guest before they decide to join. After that a guest will be encouraged to become a member and pay dues.

Section 3. Voting Rights. Except as otherwise provided in these bylaws, each member shall be entitled to one vote on each matter upon which members have voting rights.

Section 4. Compensation. No member shall receive any compensation for service in such capacity, except that the Executive Board may by resolution provide for reimbursement for actual disbursements expended on behalf of or in service to the Guild and according to policies authorized by the Executive Board.

Section 5. Dues. Dues are payable no later than September 1 in order for members to be included in the membership directory. The amount will be determined by the Executive Board and voted upon by the Members of the Guild. Dues paid after February 1 shall be one half of the dues for that fiscal year, however, there will be no reduction of dues for a current member's late payment. Dues are not refundable.

Article IV

Meeting of Members

Section 1 Regular Meetings. Meetings shall be held monthly at a time and place in the Triad region of NC to be determined by the Executive Board. The President of the Guild shall preside at all meetings. While the majority of regular meetings may normally be held in person, electronic meetings may be held by telephone or other electronic means designated by the Executive Board so long as all persons participating in the meeting can hear and communicate with each other.

Section 2. Special Meetings. Special meetings may be called by the President, by one-third of the members of the Executive Board, or by the members having one-tenth of the votes entitled to be cast at such meeting. Except in cases of emergency, the meeting will be arranged within 7 days and 7 days' notice shall be given. Electronic participation and electronic meetings are allowed for special meetings provided they meet the same requirements as for electronic meetings and participation for regular Guild meetings.

Section 3. Quorum. One-fifth of the number of members then in good standing, present in person shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 4. Manner of Acting. A majority of the votes cast on a matter to be voted upon by the members present at a duly constituted meeting, shall be necessary for the adoption thereof unless a greater proportion is required by law or these bylaws.

Section 5. Minutes. Minutes of all meetings shall be recorded and shall be approved by the membership at the next meeting. All minutes of meetings shall be kept in permanent record by the Guild and shall be open for inspection by a member of the Guild.

Section 6. Parliamentary Authority. Robert's Rules of Order Revised Edition shall be the authority and govern the Guild in the business procedures on all points not covered in the by-laws.

Article V

Executive Board

Section 1. General Powers. The business and affairs of the Guild shall be managed by its Executive Board.

Section 2. Numbers, Terms, and Qualifications. The Executive Board shall consist of the President, Vice President, Secretary, and Treasurer. Officers shall be residents of the State of North Carolina.

Section 3. Removal. Any officer may be removed at any time with cause by the vote of a majority of the Executive Board members present at a meeting at which a quorum is present. Without limiting the generality of the previous statement, any Executive Board member who fails to attend at two consecutive meetings of the Executive Board in any fiscal year may be removed by a majority of the Executive Board members present at a meeting, at which a quorum is present.

Section 4. Vacancies. Any vacancy occurring on the Executive Board may be filled by the affirmative vote of majority of the remaining Executive Board members even though less than a quorum or by the sole remaining Executive Board members. An Executive Board member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office,

Article VI

Meetings of Executive Board

Section 1. Regular Meetings. Regular meetings of the Executive Board shall be held quarterly at such place as the President designates.

Section 2. Special Meeting. Special meetings of the Executive Board may be called by or at the request of the Chairman/President or any two officers. Such a meeting will be held within the State of North Carolina as fixed by the person or persons calling the meeting. Such meetings do not require ten days' notice and do not require advance notice to the membership.

Section 3. Notice of Meetings. The President shall provide notice of regular meetings of the Executive Board at least ten days prior to the meeting. The notice shall be sent by mail facsimile transmission or electronic mail to each Executive Board and regular member at his/her address as shown by the records of the Guild. Such notice shall be deemed to be delivered when deposited in the United states mail in a sealed envelope so addressed with postage prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received.

Section 4. Quorum. Three-fourths of the number of Board Members then in good standing, present in person or electronically shall constitute a quorum for the transaction of any business. If at any meeting, there is less than a quorum present, the President may adjourn the meeting, without further notice, until a quorum is obtained. Electronic participation and electronic meetings are allowed for Executive Board meetings provided they meet the same requirements as for electronic meetings and participation for regular Guild meetings.

Section 5. Presumption of Assent. An Executive Board member of the Guild who is present at a meeting of the Executive Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting.

Section 6. Informal Action by Executive Board. Action taken by the Executive Board without a meeting is nevertheless Board action if written consent to the action in question is approved by the majority of the Executive Board members. Such approval may be evidenced by signature or electronic indication of assent, and filed with the minutes of the proceedings of the Executive Board, whether done before or after the action so taken.

Section 7. Minutes. Minutes of all Executive Board meetings shall be recorded and shall be approved by the Board at the next Board meeting. All minutes of Board meetings shall be kept in permanent record by the Guild and shall be open for inspection by a Director or member of the Guild. Minutes of all Board meetings also shall be mailed (via United States mail or electronically) to all members of the Executive Board

Article VII

Officers

Section 1. Officers of the Guild. The officers of the Guild shall consist of a President, Vice President, Secretary, and Treasurer and other officers as the membership may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election. No later than the May membership meeting, the President shall appoint a Nominating Committee consisting of three members. The Nominating Committee shall prepare a slate of officers to be presented for election at the July meeting. Nominations may also be made from the floor. If there is more than one candidate for the same office, election shall be by ballot and a majority vote shall elect. If there is only one candidate for an office or offices, a motion may be made to accept the nomination or nominations. The new officers will be installed at the July meeting following the elections. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Executive Board for the unexpired portion of the term. In the event that pandemics or other disasters prevent an in-person meeting in July, election shall be via electronic ballot and a majority vote shall elect.

Section 3. Term. Each officer shall hold office for a one-year term. The elected officer shall not serve in the same capacity for more than two consecutive years.

Section 4. Compensation of Officers. No officer or Director shall receive any compensation for service in such capacity, except that the Executive Board may by resolution provide for reimbursement for actual disbursements expended on behalf or in service to the Guild and according to policies authorized by the Executive Board.

Section 5. Removal. Any officer or agent may be removed by a majority vote of the Board whenever in its judgment the best interest of the Guild will be served thereby; provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6. President. The President shall be the principal executive officer of the Guild and subject to control of the Executive Board, shall in general supervise and control all of the business and affairs of the Guild, including appointing Committee Chairpersons as necessary. She/he shall, when present, preside

at meetings of the Executive Board. She/he shall sign, with the Secretary or any other proper officer of the Guild thereunto authorized by the Executive Board, any deeds, mortgages, bonds, contracts or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws to some other officer or agent of the Guild, or shall be required by law to be otherwise signed or executed: and in general she/he shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Executive Board from time to time.

Section 7. Vice President. In the absence of the President or in the event of her death, inability or refusal to act, the Vice President, unless otherwise determined by the Executive Board, 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. The Vice President shall arrange programs for each meeting and any other special workshops and shall perform such other duties as from time to time may be assigned to her/him by the President or the Executive Board.

Section 8. Secretary. The Secretary shall (a) keep the minutes of the meetings of the Executive Board and of all membership meetings in one or more books provided for that purpose and provide a copy of the minutes to the Newsletter Chairperson: (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, (c) the custodian of the corporate records and of the seal of the Corporation/Guild, if any, and see that the seal of the Corporation/Guild is affixed to all documents the execution of which on behalf of the Corporation/Guild under its seal is duly authorized: and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to her/him by the President or by the Executive Board, including but not limited to sending cards to members in need and sending memorials.

Section 9. Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Guild; receive and give receipts for monies due and payable to the Guild from any source whatsoever, and deposit all such monies in the name of the Guild in such depositories as shall be selected in accordance with the provisions of Section 4 of Article IX of these bylaws; pay all approved bills; prepare an annual financial statement; have all financial records ready for the yearly audit/review; and (b) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Executive Board, or by these bylaws.

Section 10. Other Officers. The duties and terms of office of any other officer or assistant officer appointed pursuant to Section 2 of this Article shall be specified by the Executive Board and/or by the President if so authorized by the Executive Board.

Article VIII

Standing Committees

Section 1. Standing Committees at the Guild. There will be the following standing committees: Hospitality, Newsletter, Membership, Community Outreach, Quilts of Valor, Quilt Show, Door Prizes, Facebook and website.

Section 2. Budget. Each Committee Chairperson will be responsible for submitting a detailed budget for their committee needs, as requested by the Treasurer and for approving all expenditures.

Section 3. Hospitality Chairperson. The Hospitality Chairperson will coordinate refreshment at membership meetings. The Guild will provide hospitality supplies as needed.

Section 4. Newsletter Chairperson. The Newsletter Chairperson will publish a newsletter prior to each regular meeting. It is the responsibility of the Members to submit news.

Section 5. Membership Chairperson. The Membership Chairperson will be responsible for accepting memberships, maintaining a mailing list, and will compile a list of names, addresses and telephone numbers of members and publish a Directory annually.

Section 6. Quilt Show Chairperson. The Quilt Show Chairperson will be responsible for planning and executing a quilt show as often as designated by the Executive Board. This includes, but is not limited to: selecting date, site and theme; budgeting, tracking income and expenses; selecting and forming sub-committees such as Raffle Quilt, Granny's Attic, Boutique, Silent Auction, Vendor Liaison, Treasurer, Registration, Judging, Publicity; Set-up and take-down, etc.

Section 7. Community Outreach. The Community Outreach Chairperson will be responsible for coordinating the Guild's charitable quilt efforts, except for Quilts of Valor.

Section 8. Quilts of Valor. The Quilts of Valor Outreach Chairperson will be responsible for coordinating the Guild's Quilts of Valor charitable quilt efforts.

Section 9. Door Prizes. The Door Prize Chairperson will be responsible for providing at least one door prize for each regular meeting, whether it be held electronically or in person.

Section 10. Facebook. The Facebook Chairperson will be responsible for maintaining the Guild's Facebook page.

Section 11. Website. The Website Chairperson will be responsible for maintaining the Guild's website,

Section 12. Retreat - In charge of setting up and making all arrangements for retreats, communicating information and deadlines with participating members. All monies for the retreat will be deposited/disbursed by the Treasurer utilizing the Guild main account.

Article IX

Contracts, Loans, Checks, Deposits and Gifts

Section 1. Contracts. The Executive Board may authorize any officer(s), agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Guild and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Guild, shall be signed by the Treasurer, Quilt Show Treasurer or the President. A majority of the Executive Board present at any regular or special Board Meeting shall be required to pre-approve all non-budgeted committee expenditure over \$50.00.

Section 4. Deposits. All funds of the Guild not otherwise employed shall be deposited from time to time to the credit of the Guild in such depositories as the Executive Board may select.

Section 5. Gifts. The Executive Board may accept, on behalf of the Guild, any contribution, gift, bequest or devise for the general purpose or any special purposes of the Guild.

Section 6. Annual Audit/Review/Informal Review. There will be an annual audit, review or informal review of the Guild's financial records, to be conducted by someone of the Executive Board's choosing.

Article X

General Provisions

Section 1. Seal. The corporate seal of the Guild, if any, shall consist of two concentric circles between which is the name of the Guild and in the center of which is inscribed SEAL and such seal, is hereby adopted as the corporate seal of the Guild.

Section 2. Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the Guild, or in such capacity at the request of the Guild for any other Guild, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Guild to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by, or on behalf of, the Guild, seeking to hold her liable by reason of the fact that she/he is or was acting in such capacity and (b) reasonable payments made by her in satisfaction of any judgment, money decree, fine, penalty or settlement for which she/he may have become liable in any such action, suit or proceeding.

The Executive Board of the Guild shall take all such action as may be necessary and appropriate to authorize the Guild to pay the indemnification required by this by-law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due her.

Expenses incurred in defending a civil or criminal action suit or proceeding shall be paid by the Guild in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Board in the specific case, upon receipt of an undertaking or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that she/he is not entitled to be indemnified by the Guild as authorized in this bylaw.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Guild shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Executive Board shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Guild, or is or was serving at the request of the Guild as director, officer, employee or agent of another Guild, partnership, joint venture, trust or other enterprise against any liability asserted against her and incurred by her in any such capacity, or arising out of her status as such, whether or not the Guild would have the power to indemnify her against such liability.

Section 3. Fiscal Year. The fiscal year of the Guild shall be August 1 to July 31.

Section 4. Amendments. Except as otherwise provided herein, these bylaws or the Guild's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two-thirds of the members at any regular or special meeting at which a quorum is present, provided that a written notice is given at least ten days in advance of intention to alter, amend, repeal or adopt new bylaws (or articles of incorporation) at such meeting. The proposed amendments must be submitted in writing at the previous meeting or be included as part of the newsletter prior to that date on which the vote is taken.

Section 5. Books and Record. The Guild shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Executive Board and general membership meetings having any of the authority of the Executive Board. The books, records and papers of the Guild shall at all times, during reasonable business hours, be subject to inspection by any director or member. The articles of incorporation and the bylaws of the Guild shall be available for inspection by any director or member at the principal office of the Guild.

Section 6. Activities of the Guild. No substantial part of the activities of the Guild shall be the carrying of propaganda or otherwise attempting to influence legislation, and the Guild shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, notwithstanding any other provision of these articles, the Guild shall not carry on any other activities not permitted to be carried on by a Guild exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 54, as amended (or the corresponding provision of any future United States Internal Revenue Law.

Section 7. Dissolution. In the event the Guild is dissolved, all assets shall be used to purchase old quilts for museums and historical societies and/or given to a similar charity.

Approved by the Executive Board and Members on August 4, 2022.