

Article 1: Name, Purpose, and General Matters

- 1.1 The name of the organization will be the Austin Modern Quilt Guild, also referred to as the “The Guild”, “Austin MQG”, or “AMQG”.
- 1.2 The Guild’s purpose is to:
- Develop and encourage the art of modern quilting,
 - Work with other guilds and groups with a similar purpose,
 - Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects,
 - Offer education opportunities through classes, workshops and sharing of information, and
 - Support and provide opportunity for outreach or other works that provide back to the community through the use of modern quilting skills.
- 1.3 Location and office: The Guild will maintain a P.O. Box mailing address within the state of Texas. The guild will maintain an Employer Identification Number (EIN) with the Internal Revenue Service.
- 1.4 The Austin Modern Quilt Guild will operate as a 501(c)3 organization as an affiliate member of the Modern Quilt Guild, Inc. and will operate within the bylaws of the Modern Quilt Guild, Inc.
- 1.5 Powers: Members and Officers of The Guild are subject to adherence to these By-laws.
- 1.6 Fiscal Year: Effective 2014, the fiscal year (FY) will begin on January 1 and end on December 31 of each year. Membership Dues will be collected as described in The Guild’s Policies and Procedures.
- 1.7 Annual Meeting: The January meeting of The Guild will be considered the Annual Meeting where the Treasurer will deliver the Financial Report from the prior FY.
- 1.8 Elections: The Guild will elect Officers each June following the election procedures outlined in the Policies and Procedures manual.
- 1.9 Privacy: Member information is for the purpose of Austin MQG business only. Every effort will be made to protect the privacy of individual members. Personal information of members will never be offered for sale or otherwise to non-authorized parties.
- 1.10 Majority Voting: A verbal and/or show of hands majority vote will be followed when conducting Austin MQG business that requires a vote of the General Membership or the Executive Council. Outcomes from votes by the Membership or Executive Council will be documented by the Secretary.
- 1.11 Non-discrimination: No person may be denied membership to The Guild or be denied participation in any Guild events or activities because of the person’s sex, gender identity, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Article II: Members

- 2.1 Membership: Membership is granted to those who submit a membership form and upon payment of dues. Paid members in good standing receive a single vote in Guild matters. Members must adhere to the Guild Policies and Procedures to remain a member in good standing.
- 2.2 Dues: The annual dues amount will be set by the Executive Council. If a member withdraws from The Guild, dues will not be prorated and refunded. Dues must be received in accordance with The Guild Policies and Procedures to remain a member in good standing. The Executive Council has the authority to authorize payment arrangements on a case-by-case basis.
- 2.3 Meetings: The Guild will hold a general meeting each month. The timing of the meeting will be determined by the Executive Council. The time of the meeting will not change in a fiscal year unless special circumstances are determined by the Executive Council. Monthly meetings are a benefit of membership; no additional fees will be charged to paid members.
- 2.4 Voting: Each member in good standing receives one vote toward Guild matters. Absentee voting is allowed by Proxy.
- 2.5 Revoking of Membership: Membership may be revoked in cases of actions that threatens the non-profit status of The Guild, that is not in accordance with Guild By-Laws, that violates the policies established by the hosting meeting space or by participating in any activity related to The Guild that is blatantly criminal.

Article III: Officers

- 3.1 Officers: The Executive Council shall consist of President, Vice Presidents, Secretary and Treasurer. Officers are elected in June of each year to serve a twelve (12) month term. Each office must be a member in good standing for the entire term. Candidates must understand and adhere to The Guild's purpose and have been an active member for six months to be eligible for election. Officers must attend 75% of the general meetings and 75% of the Executive Council meetings.
- 3.2 Nominating Process: The Executive Council will create and share a Nomination Form with all members in good standing at least 60 days prior to annual elections. Members are allowed to self-nominate or nominate other members in good standing. Any members who do not wish to be considered for an officer position are welcome to join the Executive Council at Executive Council meetings to assist with the nomination process.
- 3.3 Election of Officers: Officers will be elected to a (12) month term by the majority of the membership participating in the election. Voting is by paper or electronic ballot following the current election process as outlined in the Policies and Procedures and will be tallied by 2 members in good standing who are not in consideration for an officer position.
- 3.4 Installation of Officers: Officers will be installed immediately following the election for the term of one year unless they resign or are removed from office or membership. All books and papers regarding The Guild shall be delivered to the new Officer as soon as possible but no longer than 4 weeks from the election.

3.5 Filling of Vacancies: An Officer may resign at any time. Any Officer position with the exception of the President can be appointed by the Executive Council. In the event that the President does not fulfill their full term, a Vice President will fill in for the President until Elections can be held.

3.6 The Officers are listed below. Each Officer, except for the President, is responsible for one or more committees. Officer responsibilities and committee functions are described in The Guild's Policies and Procedures.

3.6.1 President

3.6.2 Treasurer

3.6.3 Secretary

3.6.4 VP Programming

3.6.5 VP Events

3.6.6 VP Communications

3.6.7 VP Community Outreach

3.7 Continuity of Officers: All officers will be expected to make a good faith effort to attend any board meetings held within 90 days after the end of their term, acting in an advisory capacity.

3.8 Term Limits: No one shall hold a single board position for longer than 2 full consecutive terms. Anyone who serves 6 consecutive terms as an officer, in any combination of positions, is required to take one full term off of the Executive Council before running for another position.

3.9 Reelection: Any officers who wish to run for a subsequent term may do so, as long as they are members in good standing in the guild, and not violating term limits (see article 3.8). Every officer must follow the nomination process and election process as outlined in the ByLaws and Policies and Procedures for each election, even if an officer is re-running for a second term in the position they currently hold.

Article IV: Executive Council

4.1 Members: The Executive Council shall consist of the Officers of The Guild.

4.2 Powers: As directed by these ByLaws, the Executive Council will be responsible for managing the business and affairs of The Guild.

4.3 Meetings: The Executive Council shall meet at least four times per year on a schedule that is agreed upon by the members of the Executive Council. The Executive Council may invite other persons as guests to these meetings.

4.4 Quorum: At all meetings of the Executive Council, 50% of the members must be present to constitute a quorum for the transaction of business. If the quorum is not met, the meeting may be immediately adjourned and rescheduled.

4.5 Voting: A majority of the Executive Council members present at a meeting where the Quorum is met will constitute an affirmative vote.

4.6 Electronic Meetings: Executive Council members are allowed to electronically attend meetings.

Article V: Committees

- 5.1 Committees: Committees are created to assist the Executive Council in carrying out activities and responsibilities of The Guild. Committees can be suggested by any member and the Executive Council may officially create or dissolve a committee.
- 5.2 Chairpersons and Members: Any member of The Guild in good standing can belong to one or more committees at any one point. Chairpersons may be appointed by a member of the Executive Council.
- 5.3 Chairperson Responsibilities: The Committee Chairperson is responsible for the general supervision of the committee and its membership. The Committee Chairperson reports to its respective Executive Council officer. The Committee Chairperson is responsible for notifying the Executive Council of pertinent information, concerns or issues. The respective Executive Council officer will fulfill these duties in the absence of the Committee Chairperson.
- 5.4 Term: The Executive Council will determine the term for the Committee and Committee Chairperson.
- 5.5 Resignation and Removal of Committee Chairpersons: The Executive Council may remove a Committee Chairperson no longer in good standing. In the event of removal or resignation, the Executive Council may appoint a replacement Committee Chairperson.
- 5.6 Meetings: Each committee may meet as needed and set its own rules for quorums and voting.
- 5.7 Financial Affairs: Each committee will work with the Treasurer. At no time should the committee be considered independent of The Guild nor fair to submit money or expenses to the Treasurer. Committees must obtain approval for financial expenditures from the Treasurer or the President and should operate within the annual budget.
- 5.8 Committee Descriptions: Descriptions of current committees and their functions are outlined in the Policies and Procedures.

Article VI: Execution of Documents

- 6.1 General: The Executive Council will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.
- 6.2 Contracts: The Executive Council has the power to execute contracts on behalf of The Guild and to delegate such powers to others on a case-by-case basis.

Article VII: Guild Funds

- 7.1 All funds delivered to The Guild will be deposited in The Guild bank or PayPal accounts. The Treasurer will oversee the accounts and will deliver any check or other payment of monies on behalf of The Guild. The President is designated as the back up to the Treasurer.

7.2 Treasurer Review: A Treasurer report of Guild bank and PayPal balances will be given at every Executive Council meeting. Monthly bank statements will be shared to a shared AMQG Google drive.

7.3 Budget Adoption: Executive Council will approve a budget on a yearly basis.

7.4 Checks and Balances: Both the Treasurer and President will receive and review monthly bank statements. The Secretary will conduct an audit of the guild accounts prior to the annual financial report.

7.5 Treasurer Report: A brief summary of the guild finances will be provided to members quarterly (March, June, September, December). Each January, the treasurer will provide an in depth summary of the previous year's financials.

Article VIII: Indemnification and Insurance

8.1 Indemnification of Officers, Members and Volunteers: The Guild may purchase indemnity insurance as needed for Guild business.

8.2 Insurance: The Guild may purchase and maintain D&O insurance for any member of the Executive Board.

Article IX: Amendment

9.1 Amending the ByLaws: The Executive Council may propose a(n) amendment(s) to these bylaws at any time. The proposed amendment(s) must be electronically proposed via The Guild's website 2 weeks prior to a regular meeting. Voting will occur via electronic ballot with an open voting period at least one week long leading up to a regular meeting following the voting process outlined in Policies and Procedures. Amendments be adopted with the majority affirmative vote from participating members.

Article X: Dissolution

10.1 In the event The Guild is dissolved, the money in The Guild's bank accounts will be distributed to organization(s) having a mission consistent with the mission of the Austin Modern Quilt Guild.

Revision	Effective Date	Comments
A	June 2013	Initial Release of ByLaws
B		<p>General formatting and verbiage revisions made throughout the document to improve readability.</p> <p>1.3 Added requirement for EIN</p> <p>1.4 Revised to reflect that AMQG will operate as a 501(c)3 as an affiliate member of The Modern Quilt Guild</p> <p>1.6 Revised to align Austin MQG fiscal year with MQG fiscal year.</p> <p>1.8 Removed statement regarding membership approval of the budget.</p> <p>1.10 Revised to reflect that Robert’s Rules only be followed during discussion and vote on matters of official guild business.</p> <p>2.5 Clarified conditions for revocation of membership.</p> <p>3.1 Reduced attendance requirements from 80% to 75%.</p> <p>3.4 Defined transition period for new officers.</p> <p>4.3 Removed 7 day advance notice requirement for Exec. Council meetings.</p> <p>5.2 Changed “will be appointed” to “may be appointed”. Not all committees have a Chairperson</p> <p>5.3 Revised to indicate that Committee Chairs will report to their respective Executive Council members.</p> <p>5.7 Added requirement for Committee expenditures to be authorized by Treasurer or President and be made in accordance with budget.</p> <p>7.1 Added PayPal account. AMQG bank account is in the name of President and Treasurer, therefore, only the President can serve as back up to the Treasurer.</p> <p>7.3 Removed statement referring to budget for AMQG first year of operations; obsolete.</p> <p>8.2 Changed “must purchase” to “may purchase”.</p> <p>8.3 Deleted this section; it described the purchase of a Fidelity Bond in association with AMQG non-profit status. AMQG non-profit status is granted through our affiliate membership in The Modern Quilt Guild, Inc. and a Fidelity Bond is not required.</p> <p>10.1 Revised section to ensure that in the event of dissolution, AMQG assets to be dispersed to recipients having a common mission.</p>

C	December 2015	<p>3.6 Edited to indicate the officer and committee functions are to be listed in the policies and procedures.</p> <p>5.8 Removed the list of standing committees and replaced with reference to the policies and procedures.</p>
D	June 2018	<p>3.7 Added a clause to have board members continue in an advisory position for 90 days after the end of their terms.</p> <p>3.8 Instated 2 year continual term limit for all board positions.</p> <p>7.2 Monthly bank statements will be shared to the Google drive where any board member may view them.</p> <p>7.4 The President and Treasurer receive monthly bank statements and the Secretary conducts a yearly audit prior to the yearly financial report in June.</p>
E	January 2021	<p>1.8 Updated to indicate an allowable electronic voting process for Elections which is outlined in the Policies and Procedures.</p> <p>1.10 Modified to allow for a show of hands or verbal agreement when voting on The Guild business that requires a vote of the general membership and/or the Executive Council.</p> <p>1.11 Added “gender identity” to the list of identifiers that are not allowed to be discriminated against.</p> <p>2.1 Amended to reflect allowance for members from out of state, who are under the age of 18 and that members are not “applying” for membership but are simply filling out a form and paying dues.</p> <p>3.2 Establishes a Nomination form process that will be executable in-person and virtually.</p> <p>3.3 Eliminates proxy voting and establishes an electronic voting process detailed in the Policies and Procedures.</p> <p>3.6 Officer List included.</p> <p>3.8 Imposes a 6 consecutive year term limit in any position on the Executive Board.</p> <p>3.9 Adds a statement about the re-election process.</p> <p>5.8 Eliminates the descriptor “Standing” for our committees, which was not used anywhere except the ByLaws.</p> <p>7.5 Specifies a January in-depth financial summary to align with the fiscal year.</p> <p>9.1 Establishes an electronic voting process for bylaw amendments.</p>