

**ASHEVILLE QUILT GUILD, INC.**  
**BY-LAWS**  
**REVISED FEBRUARY 2022**

**Article I. NAME AND PURPOSE**

Section 1.01 This organization shall be known as the Asheville Quilt Guild, Inc., hereinafter called "The Guild".

Section 1.02 The purposes of The Guild are:

- (a) To preserve, perpetuate, encourage, and advance the art of quilting for our members and the general public.
- (b) To provide an opportunity for members to gather, learn, teach, and exchange ideas and information in order to encourage individualism and a high standard of design and technique.
- (c) To promote quilting to the general public as a valuable art by increasing awareness of quilt history, design, and preservation through teaching, publicity, and exhibits.
- (d) To engage in any lawful act or activity for which nonprofit corporations may be organized under the laws of the State of North Carolina.

Section 1.03 Notwithstanding any provision to the contrary, this corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 1.04 No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

**Article II. MEMBERSHIP, DUES AND GUESTS**

Section 2.01 Membership.

- (a) Regular membership: Persons who have paid current dues and any initiation fee.
- (b) Charter membership: Persons joining The Guild prior to May 31, 1988.
- (c) Junior membership: Persons joining The Guild who are under the age of 16 years, and who are sponsored by a Guild member.

Section 2.02 Dues. Members are considered in good standing upon payment of current dues.

- (a) Membership dues shall be at such rate as may from time to time be prescribed by the Board of Directors and approved by the general membership at the General Membership Annual Meeting. The annual dues are payable on or before the March meeting of each year.
- (b) Charter members shall pay no dues and shall be considered members in good standing.

- (c) Junior member dues shall be set in accordance with Subsection (a) of this Section.

Section 2.03 Guests. A guest fee may be charged for each meeting attended by a guest, unless prohibited by venue.

### **Article III. BOARD OF DIRECTORS AND STANDING COMMITTEES**

Section 3.01 Board of Directors: The Board of Directors shall consist of no less than fourteen and no more than sixteen members composed of the following: Five officers elected by the membership (President, Past President, President-Elect, Secretary, and Treasurer), four to five members-at-large elected by the membership, and five to six members serving as Committee Chairs appointed by the President.

Section 3.02 Election and Term of Officers; Filling Unexpired Term

- (a) Election and Term of Office: Any member in good standing is eligible for nomination and election as an Officer of the Guild. The Officers shall be elected at the Annual Meeting of The Guild held in February, by a majority vote, and assume office at the start of the new fiscal year. The term of office for President, President-Elect, and Past President shall be one year; once elected to the office of President-Elect, the candidate shall serve for a period of three years, one year in each position, without being re-elected in years two and three. The term of office for Secretary, Treasurer, and Members-at-Large shall be two years; a member may be elected to more than one term in any given office, but no two terms in one office may be consecutive. The term of office for appointed Board Members shall be one year, without term limits. For the fiscal year 2021-22 only, the term of Secretary shall be one year.
- (b) Filling Unexpired Terms: Unexpired terms of the Officers and Members-at-Large shall be filled to their expiration date. The President shall recommend a replacement and publish that member's name in the newsletter. At the regular Guild meeting following publication, a majority vote of those attending shall be necessary to approve the replacement. Unexpired terms of the appointed Board Members shall be filled to their expiration date. The President shall appoint a replacement, publish that member's name in the newsletter, and announce it at the next regular Guild meeting.

Section 3.03 Duties of the Board. The Board shall

- (a) Review and recommend all budgets to the general membership for approval;
- (b) Provide for the execution of all contracts;
- (c) Approve policies under which The Guild operates;
- (d) Carry on the business of The Guild between regular meetings;
- (e) Report its actions to the general membership.

Section 3.04 The Parliamentarian and the Chairs as established by the Board and defined in the Guild Policies and Procedures shall be appointed by the President.

Section 3.05 Removal of Directors and Elected Officers.

- (a) Any Director, other than an elected Officer, may be removed from such office by a two-thirds vote of the Directors present and voting at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interest of The Guild. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of The Guild. The removal process is as follows:
  - (i) The Board of Directors shall prepare a written statement of charges explaining why that Director is being removed from office and shall include the date, time and place when the Board of Directors shall meet to vote on the removal. The statement shall be sent by certified or registered mail to the last known address of that Director.

- (ii) The Director named shall have the opportunity either to appear before the Board of Directors or to forward a written statement in defense against such charges within thirty (30) days after the date on which the Board of Directors has mailed the written statement of charges.
  - (iii) Following its deliberation, the Board of Directors shall mail a written notice advising of the Board's final decision regarding removal.
- (b) Any elected Officer may be removed from such office by a two-thirds vote of The Guild members present and voting at a regular meeting for which a quorum is present for (1) violation to these Bylaws or (2) engaging in any other conduct prejudicial to the best interest of The Guild. The removal process is as follows:
- (i) The Board of Directors shall prepare a written statement of charges explaining why that Officer is being removed from office and shall include the date, time and place of The Guild regular meeting during which The Guild membership shall vote on removal. The statement shall be sent by certified or registered mail to the last known address of that Officer. The statement also shall be published in The Guild newsletter prior to the regular Guild meeting during which the removal issue shall be on the agenda.
  - (ii) The Officer named shall have the opportunity to appear before The Guild or to forward a written statement in defense against such charges within thirty (30) days after the date on which the Board of Directors has mailed the written statement of charges.
  - (iii) Following the vote by Guild members, the Board of Directors shall mail a written notice advising of The Guild's final decision regarding removal.

#### Section 3.06 Duties of Officers:

- (a) **President:** The President shall preside at all Board and Regular Guild Meetings; shall be an ex-officio member of all committees, except the Nominating Committee; shall be authorized to sign checks; shall not have a vote except to make or break a tie; shall be empowered to appoint special committees as necessary; and shall perform such duties as incidental to the office. The President, immediately upon completion of the normal term of office, shall become an ex officio member of the Board, with vote, for one year.
- (b) **President-Elect:** The President-Elect shall, in the absence of the President, perform all the duties of the President and shall assume the presidency if for any reason the President is unable to finish the term of office.
- (c) **Secretary:** The Secretary shall keep minutes of all meetings of the Board of Directors and the monthly membership meetings and shall submit the minutes to the Board of Directors and the newsletter editor for publication.
- (d) **Treasurer:** The Treasurer shall act as custodian of the funds in accordance with the annual budget, keep all Guild-related financial records and present an itemized account of receipts and disbursements at each Board of Directors' meeting, and be authorized to sign checks. The Treasurer shall submit a monthly report for publication in the newsletter. The Treasurer shall follow the regulations of the Internal Revenue Service, the State of North Carolina and local regulations. Each year the Treasurer shall make the Guild's financial records available for an annual audit no later than April 1<sup>st</sup>. Duties of the Treasurer may be delegated to another member of the Guild, under the supervision of the Treasurer.

## **Article IV. MEETINGS**

### **Section 4.01 Guild Meetings.**

- (a) The Annual Meeting of the Guild shall be held in February for the purposes of election of Officers for the ensuing year, approval of the budget for the ensuing year, and presentation of Guild activities for the past year by the outgoing President.
- (b) Notification of the nominated Officers and proposed annual budget shall be included in the February newsletter.
- (c) Regular Guild Meetings. Regular meetings of the membership are generally held each month.
- (d) Annual and regular Guild meetings may be held in person or, if determined by the Board of Directors, by means of remote communication.<sup>1</sup>

### **Section 4.02 Board of Directors' Meetings.**

- (a) Regular meetings of the Board of Directors shall be held at such time and place as the Directors may determine.
- (b) Upon request of any two members of the Board, the President shall call a special meeting.
- (c) Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear and be heard by each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.<sup>2</sup>
- (d) A joint meeting of the outgoing Board of Directors with the incoming Board of Directors shall be held in March.

### **Section 4.03 Quorum:**

- (a) A quorum for conducting business at regular Guild meetings shall consist of 10 percent of the membership.
- (b) A quorum for conducting the business of the Board of Directors shall consist of fifty percent (50%) of the current voting members of the Board, including at least one elected officer.

**Section 4.04 Board of Directors - Action Without Meeting.** Any action to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all voting members of the board. The action shall be documented in writing by each director before or after the action, describing the action taken, and included in the minutes. The action taken without meeting may be in electronic form and delivered by electronic means.<sup>3</sup>

## **Article V. INDEMNIFICATION**

**Section 5.01** The Guild shall indemnify each member of the Board of Directors as described in Article III hereof, and each of its Officers, as described in Article III, Section III hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

**Section 5.02** The Guild shall indemnify each of its Directors and Officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against the Director or Officer by reason of being or having

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<sup>1</sup> See G.S. 55A-7-09 for statutory requirements for member meetings held solely by remote participation.

<sup>2</sup> G.S. 55A-8-20(b)

<sup>3</sup> G.S. 55A-8-21(a)

been such a Director or Officer and acting within the scope of the Director or Officer's official duties, but only when the determination shall have been made judicially or in the same manner herein provided that the Director or Officer acted in good faith for a purpose which the Director or Officer reasonably believed to be in the best interests of The Guild and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that the Director or Officer's conduct was unlawful. The indemnification shall be made only if The Guild shall be advised by its Board of Directors acting (1) by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the Director or Officers has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

**Section 5.03** Every reference herein to a member of the Board of Directors or Officer of The Guild shall include every Director and Officer thereof and former Director and Officer thereof. This indemnification shall apply to all the judgments, fines, amounts of settlement and reasonable expenses described above whenever arising, allowable as stated above. The right of indemnification herein provided shall be in addition to any and all rights to which any Director or Officer of The Guild might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

## **Article VI. DISSOLUTION**

In the event of dissolution of The Guild, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of The Guild, dispose of all of the assets of The Guild exclusively for the purposes of The Guild in such manner, or to such organization or organization organized and operated exclusively for charitable and educational purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of The Guild is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article VII. PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order shall be the source of authority in all questions of parliamentary procedure. When Robert's Rules of Order are inconsistent with the Bylaws of The Guild, the Bylaws shall prevail.

## **Article VIII. AMENDMENTS**

These Bylaws may be amended at any Regular Guild Meeting by a two-thirds vote of members attending the meeting. In the month prior to voting upon any amendments, the amendments must be published in the newsletter and presented at the Regular Guild Meeting.