

Draft 11/16/2025 for Co-Pres, Co-VP option

Constitution/Bylaws of the North Star Quilters Guild DRAFT 5/20/2022

ARTICLE I. NAME

The name of this organization will be the North Star Quilters Guild (hereinafter referred to as NSQG).

ARTICLE II. PURPOSE

The purpose of the NSQG shall be to provide the opportunity for education, appreciation, and advancement of the art of quilting, service, and fellowship.

ARTICLE III. AMENDMENTS

Section 1: This Constitution may be amended at a regularly scheduled general membership meeting of the NSQG with a quorum present with approval of two-thirds vote of the members present. A quorum as defined in Bylaws Article II, Section 2.

Section 2: Proposed amendments to the Constitution must be submitted to the Secretary, distributed to the membership, and read at a general membership meeting at least thirty days prior to being voted upon. Voting will follow a second reading at the next general membership meeting.

ARTICLE IV. DISSOLUTION

Dissolution of the NSQG would be presented as a proposed amendment to the Constitution. Upon the dissolution of the NSQG, the Executive Board shall pay or make provision for the payment of all obligations of the NSQG. The Executive Board shall dispose of all the assets of the NSQG in a manner appropriate with the purposes for which the NSQG was organized as an organization under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

BYLAWS

ARTICLE I. MEMBERSHIP

Section 1: Membership shall be open to all persons interested in the art of quilting and the purposes of the NSQG. Upon payment of annual dues individuals will be added to the membership roster and are considered in good standing.

Section 2: Membership fees shall be set in an amount which may be determined periodically by the Board of Directors (hereinafter referred to as the Board). Individual membership fees are due annually on September 1st.

Section 3: A membership roster is available for personal use with the understanding that this roster will not be sold, shared, or publicly distributed.

ARTICLE II. GENERAL MEMBERSHIP MEETINGS

Section 1: Meetings of the membership will be held generally once per month.

Section 2: A quorum of the general membership shall be 30% of the paid members, at the end of August or February, whichever is the most recent. Except for Amendments to the Constitution, NSQG business shall be decided at any general membership meeting by a vote of at least 51% of those members who are in attendance and those who have submitted absentee ballots. An absentee ballot may be requested from the Secretary prior to the vote. The completed ballot to be returned to the Secretary prior to the vote tabulation.

Section 3: The President and/or the Board may postpone or cancel general membership meetings at their discretion with notice provided to the general membership as far in advance as reasonable under the circumstances.

Section 4: General membership meeting dates for the following year, as may be determined by the Board, should be presented to the general membership for approval at the June meeting or three months prior to the start of the fiscal year, recognizing that all such scheduled meetings are subject to change due to emergencies such as weather or conflicting use of the facility location.

Section 5: Special meetings of the general membership may be called by the President and notice thereof shall be distributed at least five days prior to the designated date for the special meeting.

ARTICLE III. OFFICERS / ELECTIONS

Section 1: The elected Officers of the NSQG shall be President, Vice President, Secretary, Treasurer, and Member Representative which make up the Executive Board. **The President and Vice President positions may be filled by one member or by two members serving in a Co-President or Co-Vice President role. These co-positions are listed on the ballot as a team.** The Board is comprised of the Executive Board and the elected Committee chairs of Communications, Events, and Service. Each officer and committee chair are voting members of the Board. **The Presiding Co-president votes as a single vote in cases of ties. The designated Acting Co-Vice President votes at Executive Board meetings and Board meetings.**

Section 2: The President shall appoint a Nominating Committee comprised of at least three members to nominate candidates for the elected offices of President, Vice President, Secretary, Treasurer, and Member Representative and committee chairs for Communications, Events, and Service. Candidates for office shall be made known to the general membership at least thirty days

prior to the general membership election. Candidates will be members in good standing.

Section 3: The election of officers shall take place biennially at an announced general membership meeting. All members in good standing are entitled to vote.

Section 4: Nominations and appointments may also be made and accepted at the general membership election. If there is only one nomination for each office, a ballot may be cast by acclamation. Voting shall be conducted by secret ballot when there is more than one nomination for each office.

Section 5: Voting by absentee ballot shall be allowed, the ballot to be submitted to the Secretary prior to the election.

Section 6: New officers shall assume their duties at the start of the fiscal year, September 1.

Section 7: If the office of President is vacated before the completion of the term the Vice President shall assume the duties of the President. Any vacancy occurring in the office of Vice President, Secretary, Treasurer, Member Representative, Communications Chair, Events Chair, or Service Chair will be filled upon recommendation and the affirmative majority vote of the remaining Board members. The Board's vote is subject to the approval of the general membership at the following meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: The Board, composed of the elected officers (Executive Board) and Board voting Committee chairs shall establish the policies and direct the operations of the NSQG.

Section 2: The Executive Board, composed of the President, Vice President, Secretary, Treasurer, and Member Representative, shall be authorized to make decisions on an ad hoc basis for the benefit and in the best interest of the NSQG, subject to approval by the Board at the next Board Meeting.

Section 3: The Board voting Committee Chairs are Events, Communication, and Service.

Section 4: Any action by the Board shall be conducted by a quorum of five of the eight members of the Board. Minutes of any action approved at a meeting of the Executive Board, or the Board shall be published in the next NSQG newsletter for review by the general membership.

Section 5: Board members are expected to attend Board and general membership meetings. Board members are expected to submit absence notification to the President.

Section 6: Board members are expected to fulfill the duties of their office as specified in the Bylaws. Nonperformance of any Board member, as determined by a quorum vote of the Board members, will deem the position vacant.

ARTICLE V. OFFICERS AND DUTIES

Section 1: President

The President **or Co-Presidents** shall manage the business of the NSQG, shall prepare the agenda and preside at all meetings.

Duties:

- to arrange and schedule the time and location for the meetings of the Board, for the Executive Board, if applicable, and for the general membership meetings;
- to call a special meeting of the Executive Board as needed;
- to promote discussion during general membership meetings and meetings of the Board;
- to determine an election date;
- to appoint at least two persons to the Audit Committee;
- to oversee the execution of the group's purpose;
- to appoint at least three people for the Nominating Committee;
- to conduct general membership meetings as well as any meetings of the Board or any Executive Board meetings which may be deemed necessary;
- to be authorized to sign NSQG checks; and,
- to act as NSQG spokesperson in all committees served by the Guild.

Co-Presidents:

- to communicate developments with other Co-President and to share strategies to meet the guild's needs and further the guild's mission.
- to divide duties of the office and communicate this plan in writing to the Board and general membership and update if changes occur.
- to decide jointly on a schedule to preside at Executive Board, Board, and general membership meetings.
- to serve one year of the two-year term as the Primary Contact for the office of President.
- to serve as President if the other co-president is unable to serve the remainder of the elected term.

Section 2: Vice President

The Vice President **or a Co-Vice President** shall assume the duties of the President in the President's absence and serve on Committees as requested by the President.

Duties:

- to conduct general membership meetings and meetings of the Board in the President's absence.
- chairs the Finance Committee.
- to assist the President in any way deemed appropriate and beneficial to the NSQG.
- to serve as Parliamentarian.
- to serve as liaison to Library, Hospitality, Education, Historian and Membership, and
- to prepare to serve as the next NSQG **Co-President**.

Co-Vice Presidents:

- to communicate developments with other Co-Vice President and to share strategies to meet the guild's needs and further the guild's mission.
- to divide duties of the office and communicate this plan in writing to the Board and general membership and update if changes occur.
- to decide jointly on a schedule to serve as the voting Vice President at Executive Board and Board meetings.
- to serve one year of the two-year term as the Primary Contact for the office of Vice President.
- to serve as Vice-President if the other Co-Vice President is unable to serve the remainder of the elected term.

Section 3: Secretary

The Secretary shall record and maintain minutes of the NSQG and the Board.

Duties:

- to record and keep the minutes of the general membership meetings of the NSQG;
- to provide correspondence on behalf of the NSQG;
- to record and keep the minutes of the Board meetings and any meetings of the Executive Board; and
- to assist the President in any way deemed appropriate and beneficial to the NSQG.

Section 4: Treasurer

The Treasurer shall have custody of all monies of the NSQB including handling of all funds, with authority to deposit and disburse monies in the course of business of the NSQB, subject to control by the Board; shall keep accurate records of all financial matters and shall prepare financial reports for presentation at all Board meetings, and at NSQG membership meetings; shall prepare and submit a budget proposal for the upcoming year to the Board at the end of each fiscal year; and shall submit all records for audit at the end of the fiscal year and/or term of office.

Duties:

- to maintain a checking account in the name of the NSQG and be its official dispenser of all monies;
- to dispense monies, not to exceed \$200.00, incurred by members while acting on behalf of the NSQG with appropriate documentation;
- to dispense monies for any expenditures in excess of \$200.00 but less than \$500.00 which are incurred on behalf of the NSQG, but only after such expenditures have been approved by the Executive Board or by the NSQG membership;
- to dispense monies in excess of \$500.00 which are incurred on behalf of the NSQG, but only after such expenditures have been approved by the NSQG membership;
- to supply a written report of current NSQG monies to the Newsletter Editor for publication in the monthly newsletter;
- to collect all monies at the general membership meetings from members and any Committee Chairperson who has collected any monies and to make timely deposits of said monies;
- to present reports including but not limited to monthly income and expense reports, a year-end report, and budgets as may be requested by the Board of Directors, for approval at Board meetings and the general membership meetings; and
- to submit records to the Audit Committee for its consideration on an annual basis.

Section 5: Member Representative

Serves as a voice for the general membership at Board Meetings.

Duties:

- to solicit and report suggestions from members to the Board; and provide follow up as appropriate.

ARTICLE VI. STANDING COMMITTEES

Section 1: Communication Committee Chair works with the webmaster, oversees the media needs of the NSQG, including the newsletter, and other media formats.

Chair duties:

- coordinate with committee members;
- record retention duties to annually deposit NSQG newsletters and copies of bylaws revisions with the Department of Special Collections, Chester Fritz Library, University of North Dakota; and
- attend the meetings of the Board.

Section 2: Events Committee Chair serves as liaison for events chairs and reports to Board meeting.

Chair duties:

- coordinating information between the Board and activities/event chairs
- reports on the goals and events planned, and oversee presentation of proposed budgets, venues, and other information regarding each respective event; and
- other duties as may be required to develop and meet goals of the NSQG.

Section 3: Service Committee Chair oversees chairs for service events and serves as a resource as liaison for information for the Board.

Chair duties:

- reports to the general membership in the absence of the different service event chairs; and
- assist service events chairs with budget preparation, venue options, and other questions as they arise.

ARTICLE VII. COMMITTEES

Section 1: Nominating Committee shall consist of at least three members in good standing. It shall be the duty of this Committee to nominate candidates for the ballot.

Section 2: Audit Committee of at least two persons to conduct an audit of the records of the NSQG at the conclusion of the fiscal year. The audit report shall be presented to the general membership at the November meeting.

Section 3: The Finance Committee is comprised of the Vice President (Chair), Treasurer, and a member of NSQG appointed by the President. The Committee creates, prepares, and presents a budget to the Board and to the general membership.

Section 4: Standing Committees which are non-Board reporting roles include Education, Membership, Hospitality, Historian, Librarian, Quilt Show, Quilt Raffle, and workshops.

ARTICLE VIII. FINANCES

Section 1: Monies will be dispensed according to the following guidelines:

-monies not to exceed \$200.00, incurred by members while acting on behalf of the NSQG with prior Committee Chair authorization;

-monies for any expenditures in excess of \$200.00 but less than or equal to \$500.00 which are incurred on behalf of the NSQG, but only after such expenditures have been approved by the Board or by the NSQG membership;

-monies in excess of \$500.00 which are incurred on behalf of the NSQG, but only after such expenditures have been approved by the NSQG membership; and

-exceptions to these guidelines due to time-sensitive contracts may be approved by the Board and will be reported at the next membership meeting.

Section 2: No NSQG member, NSQG Committee Chairperson, or Board member may enter into any contract or agreement binding the NSQG without prior approval by a majority vote of the Executive Board.

Section 3: A budget is prepared by the Finance Committee each spring. The board will review, make any changes, and approve the budget. The budget will then be taken to the generalship for review and approval prior to the start of the fiscal year on September 1st. The general membership must approve a balanced budget.

ARTICLE IX. BYLAWS AMMENDMENTS

Section 1: Any proposed amendment must be submitted in writing to the Board and then communicated to all members of the NSQG. The amendment can then be voted on at the subsequent general membership meeting with a quorum present and be approved by a 51% majority of those members present.

Section 2: A committee will be appointed by the President at least every five years to review the NSQG Constitution and Bylaws.

ARTICLE X. STANDING RULES

Standing Rules for the further governing of the NSQG shall be adopted, amended, suspended, waived or rescinded at any regular or special general membership meeting with a majority vote of the members and a quorum present.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Transaction of business in meetings shall follow "Robert's Rules of Order" in its current edition. The Vice President serves as Parliamentarian.

ARTICLE XII. INTERNAL REVENUE SERVICE (IRS) COMPLIANCE

- Section 1: This NSQG is incorporated as a nonprofit organization under the laws of the State of North Dakota and has been granted tax-exempt status by the IRS as a non-profit 501(c)(4) organization.
- Section 2: The NSQG shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Review Law).
- Section 3: The NSQG is not organized for personal profit. All activities of the NSQG shall be conducted in such a manner that no part of the net income shall benefit any individual member, except as noted in the Bylaws. The NSQG shall be authorized to pay reasonable expenses incurred with prior authorization on behalf of the NSQG; additionally, any member who may teach a workshop or present a program for the benefit of the NSQG may be compensated at a rate approved by the Board. No NSQG member or officer otherwise shall receive compensation for services rendered. Rather, such services shall be performed on a gratuitous volunteer basis for the benefit of the NSQG and the community.

Ratified: January 29, 2010

Revised: March 7, 1988

Revised: