



**BY-LAWS**  
**HAMMERSMITH QUILTERS GUILD**  
Last Revision Date: 05/01/2019

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**Article 1 – Name & Logo**

Section 1.1                      The name of this organization is HAMMERSMITH QUILTERS GUILD (hereby referred to as the Guild).

Section 1.2                      The logo of the Guild is the Anvil block.

**Article 2 – Mission Statement**

Section 2.1                      The mission of The Hammersmith Quilters Guild is to promote the appreciation, enjoyment, and knowledge of quilting as an art form and a craft to its membership and to the general public. The Guild encourages quilting for the benefit of charitable causes and provides opportunities to broaden quilting skills through educational programs, meetings, and workshops. The Guild hopes to foster camaraderie and inspiration among quilters throughout the greater North Shore of Massachusetts and offers support to the New England Quilt Museum in Lowell, Massachusetts.

Section 2.2                      As a non-profit organization, the activities of the Guild will be conducted so that no part of the net income will benefit any individual. Exceptions are granted by the Executive Board to provide compensation to members for services rendered (such as lectures and workshops). In addition, Guild Members may sell and receive profits by marketing their own hand made work through Guild sponsored sales (such as the Quilt Show Boutique).

### Article 3 – Membership and Guests

- Section 3.1                    Membership to the Guild is limited to 120 people. New members are accepted into the guild at any time during the year and membership becomes valid with payment of annual dues.
- Section 3.2                    Annual dues of \$30.00 for general membership (\$25.00 for seniors over 70) will be paid by members in June of each year. Members who have not paid by the end of June will be dropped from membership.
- Section 3.3                    Privileges of membership include:
- The right to cast a vote in the election of Executive Board members and the amendment of by-laws
  - The right to hold office in the Guild
  - The right to attend monthly meetings and to participate in Guild activities on a priority basis and at membership rates
  - The right to access member restricted information on the Guild website
  - The right to attend Executive Board meetings
  - The right to review guild financial reports
- Section 3.4                    Guests may attend any monthly meeting for a \$5.00 fee unless a fee change is posted on the Guild website prior to the meeting. Guests may also attend Guild-sponsored special activities on a space available basis and on payment of a guest fee determined according to the activity. If the Executive Board invites a small group of people for learning purposes, the guest fee may be waived.

### Article 4 - Meetings

- Section 4.1                    **General Membership Meetings** will be held monthly from September through June on the first Wednesday of the month unless a change is communicated prior to the meeting. A monthly meeting will be cancelled due to inclement weather if Saugus Schools are closed during the day of the meeting.
- The Annual Business Meeting** will be held during the May general membership meeting. All matters brought for vote to the General Membership will be decided by a majority vote of membership in attendance. The President of the Guild will act as a tie-breaker should the occasion arise.

- Section 4.2                    **Executive Board Meetings** will be held at a minimum semi-annually, with additional meetings scheduled as required. Meeting locations, dates and times will be published on the Guild website and in the guild newsletter, and all Guild members may attend and participate in discussions when recognized by the President but only Executive Board members may vote. All matters brought before the Board will be decided by a majority vote. The President of the Guild will act as a tie-breaker should the occasion arise.
- Section 4.3                    A quorum for conducting business at regular Guild meetings will consist of 25 percent of the membership. A quorum for conducting the business of the Executive Board will consist of a majority of the members of the board. The President will vote only in the case of a tie.
- Section 4.4                    Voting for both General Membership and Executive Board issues will consist of a show of hands of those in favor and those opposed. In special circumstances, a paper ballot will be provided. A special circumstance could include, but is not limited to, having more than one candidate for an Executive Board position.

## **Article 5 – Executive Board**

- Section 5.1                    The property, affairs and business of the Guild will be managed by or under the direction of the Executive Board.
- Section 5.2                    The Executive Board will be comprised of the following officers: President; Vice President; Secretary; Treasurer; Member at Large; and Program Chairperson. The officers will be elected by the General Membership bi-annually at the Annual Business meeting in May. At least one Executive Board member must have served as a previous Executive Board member.
- Section 5.3                    The term of office for each Executive Board member is two years beginning on July 1 of odd numbered years and ending on June 30. Executive Board members may not serve more than two consecutive terms in the same office.
- Section 5.4                    An Executive Board member who is unable or unwilling to fulfill her/his duties may submit her/his resignation to the Executive Board. The Executive Board will appoint an interim Board member to fulfill the duties until a new candidate can be identified. An off-cycle election will be held at the next General Membership meeting to vote on the new candidate.
- Section 5.5                    Executive Board members will receive no monetary compensation for performing duties.

## Section 5.6

General duties of the Executive Board members are as follows:

- Review and approve the annual budget, proposed changes to the by-laws, committee documents, charitable donations, exceptions to Section 2.2 and fundraising plans.
- Keep records pertinent to their office and provide records to their successor
- Attend General Membership meetings and Executive Board meetings regularly
- Assist committees by working with Chairpersons to create annual goals and budget forecasts
- Oversee the bi-annual Quilt Show
- Determine fundraising requirements and activities
- Assist the Nominating Committee in soliciting committee volunteers and candidates for office

## Section 5.7

Specific Executive Board member duties are as follows:

### PRESIDENT:

- Prerequisite – To serve as President, she/he must be a member of the Guild for at least one full year.
- Coordinates activities and ideas of members and the Executive Board
- Prepares General Membership and Executive Board meeting agendas
- Presides over all General Membership and Executive Board meetings
- Ensures that the bylaws are enforced and updated and amended as needed
- Ensures that the legal obligations of the Guild are met
- Acts as a tie-breaker in guild business
- Approves all Guild expenditures
- Acts as a back-up to the Treasurer for all duties and authorities including deposits and disbursements of Guild funds
- Appoints the Quilt Show Chairperson
- Is an ex-officio member of all committees
- Serves as official spokesperson of the Guild

### VICE PRESIDENT:

- Assists President in all duties and presides over meetings in the absence of the President
- Oversees the Nominating Committee
- Acts as liaison between the Executive Board and the Charitable Donations and Creative Quilt Works committees overseeing the budget, calendar and activities
- Oversees monthly drawings (such as Fat Quarter drawings, Name Badge drawing, and Raffles) and secures substitutes if the regular

volunteers for these drawings will be absent

**SECRETARY:**

- Records and posts minutes for General Membership meetings and Executive Board meetings
- Gathers, maintains and organizes historical files of the minutes, correspondence, bylaws, and all other non-financial records relating to the Guild
- Organizes Guild photo opportunities
- Oversees the Sunshine and Shadow program
- Is responsible for the newsletter
- Collects and distributes Guild mail from post office box

**TREASURER**

- Acts as custodian of the Guild's assets
- Is responsible for deposits and disbursements of Guild funds
- Works with the President to prepare the annual budget
- Has the authority to enter into contracts in the name of the Guild
- Maintains and publishes financial records annually to the General Membership
- Prepares Treasurer's reports and presents them to the members at each General Membership and Executive Board meeting
- Oversees the Guild bank accounts
- Acts as back-up for collection and distribution of Guild mail from post office box

**MEMBER AT LARGE**

- Maintains Guild Membership list and contact information
- Signs in members and guests at General Membership meetings
- Welcomes new members
- Conducts member surveys
- Solicits and communicates to the Executive Board feedback on programs, activities, administration and meetings

**PROGRAM CHAIRPERSON**

- Presides at Program Committee meetings
- Has the authority to enter into contracts in the name of the Guild
- Presents calendar of events to the Executive Board
- Seeks approval for funding of various activities and speakers for General Membership meetings

Section 5.8

No member may hold more than one position on the Executive Board at the same time. An Executive Board member may be the chairperson or member of a standing committee (see also Section 6.2).

## **Article 6 – Committees**

Section 6.1 Special Committees (other than Standing Committees) may be created and dissolved as needed. A new committee proposal will be presented to the Executive Board and will require a majority vote of the Executive Board to be activated.

Section 6.2 Volunteers for each committee will be solicited by the Nominating Committee with assistance from the Executive Board. The new volunteers will be announced during odd numbered years at the annual meeting in May. One Chairperson for each committee will be selected by the volunteers for that committee, with the exception of the Program Chairperson (See Article 5.2) and the Monthly Drawings (see Section 5.7 under Vice President). Both volunteers and Chairpersons will serve a two-year term beginning in July and ending in June. In the event that a committee volunteer or Chairperson is unable to fulfill her/his duties, she/he may submit a resignation to the Executive Board, who will appoint another person.

Section 6.3 Standing Committees of the Guild are as follows: Program, Charitable Donations, Creative Quilt Works, Monthly Drawings, Refreshments, Hospitality, Webmaster, Quilt Show and Nominating.

Section 6.4 General duties of the Committee Chairpersons are as follows:

- Work with the Executive Board to create annual goals, and provide a plan to accomplish these goals
- Maintain historical records of committee meetings for turnover to new Chairperson
- Provide quarterly updates to the Executive Board
- Provide to the Executive Board an annual forecast of expenditures and adhere to the annual budget

Section 6.5 Specific duties of the Committees are as follows:

### **PROGRAM**

- Creates calendar of annual meetings and coordinates with other committees to host activities
- Organizes speaker lectures and workshops
- Organizes activities for General Membership meetings (such as Auction, Fashion Show, Demos, Quilt-o, etc.)

- Organizes vendors for General Membership meetings
- Organizes trips (Bus trips, Shop Hops and Getaways)

#### CHARITABLE DONATIONS

- Researches and recommends to the Executive Board charities eligible for monetary and other donations from the Guild
- Publishes and/or communicates notes to the Guild from charities
- Coordinates ongoing charitable donations, special annual charity and holiday projects (such as food pantry, Christmas stockings)
- Supports NEQM

#### CREATIVE QUILT WORKS

- Organizes activities (such as mystery quilts, blocks-of-the-month, round robins, brown bag quilts) and workshops to encourage and motivate members to learn new skills

#### MONTHLY DRAWINGS (such as Fat Quarter drawing, Name Badge drawing, and Raffles)

- Organizes raffle activities for General Membership meetings

#### REFRESHMENTS COMMITTEE

- Organizes refreshments for monthly guild meetings
- Organizes other food-related events such as potluck suppers and ice cream socials

#### HOSPITALITY COMMITTEE

- Greets guests, potential members and new members
- Answers questions that guests and potential/new members may have about the guild
- Explains monthly activities and drawings to new members, informing guests that only members may participate in monthly activities and drawings

#### WEBMASTER

- Oversees maintenance and upkeep of the Guild website

#### QUILT SHOW

- Plans and organizes the bi-annual Quilt Show

#### NOMINATING

- Leads the Standing Committee volunteer search
- Solicits candidates for Executive Board and presents a proposed slate of officers to the membership at the April guild meeting in odd-numbered years

- Manages bi-annual elections, including preparing paper ballots if needed (see Section 4.4)

### **Article 7 – Amendments**

Section 7.1                      The bylaws will be reviewed annually under the direction of the President. Suggestions for changes to the bylaws will be submitted to the President of the Guild prior to the April meeting.

Section 7.2                      Proposed amendments or revisions will be published to the members in the April newsletter and at the April General Membership meeting. Discussion and voting will be done by article at the Annual Business meeting in May. In the event of multiple amendments, discussion and voting may be divided between the May and June meetings so as not to go beyond the scheduled business meeting time allotment.

### **Article 8 – Dissolution**

Section 8.1                      The Guild may be dissolved if a candidate is not secured for each officer position.

Section 8.2                      Should the Guild be dissolved, the Board will decide where to distribute the assets, with the provision that it select only from non-profit quilting-related organizations, such as the New England Quilt Museum and/or similar institutions.

### **Article 9 – Parliamentary Procedure**

*Roberts Rules of Order – Newly Revised* shall be the Parliamentary authority for all matters of procedure not covered by existing Guild Articles.