

KANSAS CITY MODERN QUILT GUILD, INC. BYLAWS

ARTICLE I: NAME

The name of this organization shall be The Kansas City Modern Quilt Guild, Inc., a Missouri non-profit corporation, hereinafter referred to as the Guild. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law of the State of Missouri for charitable, educational, and public purposes.

ARTICLE II: PURPOSE

SECTION 1

The mission of the Guild will align with the mission of the national Modern Quilt Guild, Inc., which is to support and encourage the growth and development of modern quilting through art, education, and community.

The Guild shall provide an atmosphere of fellowship for persons interested in the art and craft of quilt making and related arts by the sharing of skills and knowledge in the field of quilt making. The Guild shall:

- A. Encourage modern quilt making and collecting.
- B. Provide educational activities such as speakers and demonstrations, special interest workshops, and lectures.
- C. Support and sponsor quilting activities such as community events that focus on the art and enjoyment of quilting.
- D. Serve the community through charitable activities involving quilting.
- E. Enlighten the public as to the substantial history of quilting as an art form as well as a continuing craft.

SECTION 2

This Guild shall be a non-profit corporation under the laws of and on file with the State of Missouri. As a non-profit corporation, the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member of the Guild. Notwithstanding the above, the following activities, neither of which violates the above requirement of a 501(c)(3) tax exempt organization pursuant to the Internal Revenue Code, are permitted: A member may be hired as a principal lecturer/teacher/quilter by the Executive Board and Guild members may sell items, either as a contracting vendor or at a designated vending event, or a response to solicitation on the Guild's social media platforms.

SECTION 3

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986 and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III: MEMBERSHIP

Membership shall be open to any human interested in modern quilts and quilt making.

SECTION 1: MEMBERS IN GOOD STANDING

- A. New members may join at any time.
- B. Membership (hereinafter “general members”) shall be recognized upon payment of annual dues.
- C. General members may participate in and support the projects and activities of the Guild, including the privilege of voting, holding office, and serving on committees. They shall be entitled to preferential placing in any Guild sponsored function, receive a membership roster upon request, have access to the minutes of the Executive Board and General Membership Meetings, and may place items on the Executive Board agenda.

SECTION 2: JUNIOR MEMBERS

Membership for persons 18 years of age and under (as of January 1st) shall be half the rate of the general membership. Junior members shall receive benefits of general members regarding meetings, voting, projects, and activities, but they may not be Officers. Junior members are not eligible for overnight activities.

SECTION 3: DEFINITION OF MEMBERS

For the purposes of these bylaws, members include general members, Officers, and junior members unless specified under Section 2.

SECTION 4: VISITORS

The Board will set the fee schedule for visitors at any General Membership Meeting. The Board will make that fee schedule available to the membership at least seven days in advance of the General Membership Meeting.

ARTICLE IV: DUES AND FEES

SECTION 1: DUES

- A. The annual dues amount shall be determined and approved by a simple majority of the Executive Board each year. Any changes in annual dues for the next fiscal year shall be

KCMQG Bylaws enacted on October 10, 2024

announced no later than the October General Membership Meeting. A change in annual dues must be approved by a simple majority vote at the November General Membership Meeting.

- B. Annual dues are payable beginning January 1st or earlier at the Executive Board's discretion, and a member becomes delinquent if he or she has not paid by or at the February General Membership Meeting. Registration for events is prohibited until annual dues are paid.
- C. Dues will be collected by the Guild and identified and held in the Guild financial accounts. The Treasurer shall account for all dues collected and shall be available to report on those dues collected quarterly to the Executive Board.
- D. A member whose dues remain unpaid by the conclusion of the February General Membership Meeting shall be dropped from the membership roster and no longer be eligible for membership benefits as outlined in Article III.
- E. Dues are not refundable.

SECTION 2: FEES

- A. Fees may be charged for special classes, presentations, and/or events as established by the Executive Board.
- B. Fees will be collected by the Guild, identified and held in the Guild financial accounts. The Treasurer shall account for all fees collected and shall be available to report on those fees collected quarterly to the Executive Board.
- C. Fees may be refundable in the event of cancellation or reasonable change of circumstances, as determined by the Executive Board.
- D. Fees will be published on the Guild website and announced by email and/or via social media platforms.

ARTICLE V: MEETINGS

SECTION 1: GENERAL MEMBERSHIP MEETINGS

- A. Meetings of the membership shall be held on a date and at a place as designated by the Executive Board.
- B. Meetings shall be announced on the Guild website, by email, and via social media platforms.
- C. The November General Membership Meeting shall be considered the Annual Meeting.

SECTION 2: SPECIAL GUILD MEETINGS

- A. Special Guild Meetings may be called for the purpose of a single item matter.
- B. Members will be notified of a special meeting at least seven days in advance as to date, time, and place of meeting. Special Meetings shall be announced by email and via social media platforms.

SECTION 3: EXECUTIVE BOARD MEETINGS

- A. Executive Board Meetings shall be held at least quarterly.
- B. Executive Board Meetings are open to the membership.
- C. Members will be notified of the Executive Board Meeting time and place at least seven days in advance. Executive Board meetings shall be announced by email and via social media platforms.
- D. Executive Board meetings shall have a quorum to vote.

SECTION 4: MINUTES

Minutes of all current year and archived Executive Board meetings shall be available to members. Additionally, minutes from the Guild business conducted pursuant to these bylaws (i.e. nominations, elections, and etc.) at any General Membership or Special Membership Meeting shall be available to the members.

SECTION 5: VOTING

- A. Every act or decision brought to the Executive Board Meeting shall be decided by a simple majority of Executive Board Members physically or electronically present at the meeting. In the event of a tie, the motion fails.
- B. Every act or decision brought to the General Membership Meeting shall be decided by a simple majority of members physically or electronically present at the meeting unless otherwise stated in these bylaws. Any vote had at any General Membership Meeting shall be announced at least 28 days prior to the meeting.
- C. Each member present is entitled to one vote on each matter. Voting shall be by voice, show of hands, or by ballot. If there is a contested position, voting will be by an anonymous or confidential ballot.

ARTICLE VI: FINANCIAL ADMINISTRATION

SECTION 1

The fiscal year shall be from January 1 through December 31.

SECTION 2

The annual budget shall include proposed projections for the following fiscal year as well as a report of any amounts of equity or reserves that are in current accounts. The adoption of the budget must be at any General Membership Meeting no later than the November General Membership Meeting.

The process for the approval of the annual budget follows:

- A. The annual budget shall be developed and adopted by the Executive Board.
- B. The Executive Board shall present the annual budget to the membership at any General Membership Meeting.

- C. The membership shall approve by a simple majority vote the budget at any General Membership Meeting 28 days or more after the General Membership Meeting when the budget was presented.

SECTION 3

The Executive Board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws.

- A. Written agreements shall be obtained prior to the exchange of Guild funds with vendors, venues, speakers, sponsors, and others as needed.
- B. The Executive Board has the discretion to modify the budget, as needed, staying within the total budgeted expenses voted on and approved by the membership.
- C. If the Executive Board determines that it needs to exceed the approved total budgeted expenses for the Fiscal Year, the Executive Board shall announce the amended budget to the membership.
- D. The Executive Board shall report to the membership a current comparison of the budget to actual income and expenses for the current fiscal year on at least a quarterly basis.

SECTION 4

Financial records may be audited at the discretion of the Executive Board or if members totaling ten percent of the current membership so request. The Audit Committee will consist of three or more general members appointed by the Executive Board.

SECTION 5

Funds/revenue/fees collected for a specific event, activity, presentation, or class shall be identified, reported, and accounted for consistently with the general budget records.

SECTION 6

The Treasurer shall be available to discuss the Guild's financial picture at the Executive Board meetings.

ARTICLE VII: NOMINATIONS AND ELECTIONS FOR THE EXECUTIVE BOARD

SECTION 1

Nominations for any Officer position on the Executive Board shall be taken at the October General Membership Meeting. Members may nominate other members with their permission or may self-nominate.

SECTION 2

For any Officer position that has no nominee on the day of the election, nominations may be made from the floor with the consent of the nominee on the day of the election.

SECTION 3

A list of the duties and descriptions for each Officer position shall be communicated to the membership before the October General Membership Meeting.

SECTION 4

Officers shall serve for one year with no term limit, as provided in Section 6 of Article VIII. The election shall take place at the General Membership Meeting in November. The election shall be determined by a simple majority of those present at the General Membership Meeting.

SECTION 5

The Executive Board shall establish an election policy and make it available to the membership.

ARTICLE VIII: EXECUTIVE BOARD

SECTION 1

The Executive Board shall be elected by the General Membership and shall include the Officers (7) along with the Immediate Past President of the Guild in an advisory capacity.

SECTION 2

The officers of the Executive Board shall be President, Vice President of Program Presentation, Vice President of Program Planning, Vice President of Membership, Secretary, Media and Technology Coordinator, and Treasurer. The persons holding these positions are referred to as Officers in these Bylaws.

SECTION 3

The Executive Board, consisting of the Officers, shall have general supervision of the affairs of the Guild; shall set policy; fix the hour and place of the Executive Board and General Membership Meetings; shall control the Guild funds; shall publish the minutes of each Executive Board and General Membership Meeting; and shall perform other duties as specified by the Bylaws.

SECTION 4

A quorum of the Executive Board shall be a majority of the Officers.

SECTION 5

- A. Committees and Individual Positions may be established as determined by the Executive Board.
- B. Committee Chairpersons shall serve for a one-year term. A Committee Chairperson may be appointed for consecutive terms at the discretion of the Executive Board.

SECTION 6

Officers shall assume office at the January General Membership Meeting and shall serve for a one-year term.

SECTION 7

If the President position is vacated, the remaining Officers on the Executive Board shall appoint an interim President until an election can be held. At the first feasible General Membership Meeting, nominations for President shall be taken. Members may nominate other members with their permission or may self-nominate. At the following General Membership Meeting, the election shall take place. The election shall be determined by a simple majority of those present at the General Membership Meeting. After that election, the newly-elected President will serve for the remainder of the term. In the event of a vacancy on the Executive Board of any Officer other than President, the Executive Board shall appoint a Member to fill the vacancy for the remainder of the term.

SECTION 8

An Officer may be removed from office for cause by a two-thirds majority vote of the members present at any General Membership Meeting of the Guild, as prompted by the steps outlined below in 1 A or 1 B.

1. Either the Executive Board by a simple majority or a Member with a petition, supported by at least ten percent of the Membership, may present reasons for a proposed removal.

A. If the removal vote is triggered by a petition, the presenter of the petition shall provide the petition to one Officer at least 24 hours prior to the General Membership Meeting and shall be allotted a limited but reasonable time to present to the Guild why they believe a removal vote is needed.

B. If the removal vote is triggered by the Executive Board, they shall provide the Officer who is subject to the removal note at least 24 hours notice before the General Membership Meeting and shall be allotted a reasonable time to present to the Guild why they believe a removal vote is needed.

2. Any removal vote will happen at the General Membership Meeting after a General Membership Meeting where the membership hears the proposal for removal.

3. The Officer who has been petitioned to be removed will cease all duties and the remaining Officers will assume those duties until a vote has taken place.

4. At the following General Membership meeting, the Executive Board shall allot a reasonable amount of time for the removal vote.

SECTION 9

All Officers and Members of Committees shall conduct themselves in the best interest of Guild over their personal or business interests when acting in their official capacities. Whenever an Officer or Member of a Committee has a financial or personal interest in any matter coming before the board or the Committee, the affected person shall a) fully disclose the nature of the interest and b) refrain from lobbying and voting or decision-making on the matter.

ARTICLE IX: DUTIES OF THE OFFICERS

SECTION 1: PRESIDENT

The President shall:

- preside at all General Membership, Special, and Executive Board Meetings or designate another Officer in his or her absence.
- monitor committee activities.
- serve as an owner and signer on the Guild financial accounts.

The President shall perform other duties as required or referenced in other sections of the Bylaws.

SECTION 2: VICE PRESIDENT OF PROGRAM PLANNING

The Vice President of Program Planning shall:

- assist, consult, and coordinate with the Vice President of Program Presentation.
- develop programs including booking speakers, coordinating workshop and meeting venues, and executing contracts.

The Vice President of Program Planning shall perform other duties as required or referenced in other sections of the Bylaws.

SECTION 3: VICE PRESIDENT OF PROGRAM PRESENTATION

The Vice President of Program Presentation shall:

- assist, consult, and coordinate with the Vice President of Program Planning.
- manage speakers' visits, presentations, travel arrangements, etc. for successful Guild meetings, workshops, etc. on behalf of speakers, members, and participants.
- promote upcoming programs for Guild meetings and workshops, and introduce or arrange introductions for speakers.
- shall serve as an owner of the Guild financial accounts.

The Vice President of Program Presentation shall perform other duties as required or referenced in other sections of the Bylaws.

SECTION 4: VICE PRESIDENT OF MEMBERSHIP

The Vice President of Membership shall:

- be responsible for membership development.
- keep an accurate, up-to-date membership roster.
- coordinate member access to Guild social media channels.

KCMQG Bylaws enacted on October 10, 2024

The Vice President of Membership shall perform other duties as required or referenced in other sections of the Bylaws.

SECTION 5: SECRETARY

The Secretary shall:

- keep and post in a timely fashion Executive Board Meeting minutes.
- keep and post in a timely fashion minutes from the Guild business conducted pursuant to these bylaws (i.e. nominations, elections, and etc.) at any General Membership or Special Membership Meeting.
- manage the Guild's email account.
- conduct Guild correspondence.
- provide meeting minutes to establish owners of the Guild financial accounts as needed.

The Secretary shall also perform other duties as required or referenced in other sections of the Bylaws.

SECTION 6: TREASURER

The Treasurer shall:

- receive and bank all Guild monies, disburse monies as authorized, provide financial statements to the Executive Board. Financial statements include budget-to-actual comparisons and check register.
- make financial statements available to Guild members.
- serve as an owner and signer on the Guild financial accounts.
- file report with the Missouri Secretary of State for maintaining nonprofit status.
- file report with the IRS for maintaining nonprofit status.

The Treasurer shall perform other duties as required or referenced in other sections of the Bylaws.

SECTION 7: MEDIA AND TECHNOLOGY COORDINATOR

The Media and Technology Coordinator shall:

- maintain the Guild website including domain renewals.
- ensure the Guild website's content is up-to-date including posts, updating the calendar, and managing the web shop.
- build the newsletter.
- assist with any technology-related issues that occur.
- coordinate videoconferencing for Guild meetings.

The Media and Technology Coordinator shall perform other duties as required or referenced in other sections of the Bylaws.

SECTION 8

KCMQG Bylaws enacted on October 10, 2024

The President, the Treasurer, and the Secretary shall be authorized to act on behalf of the Guild for signing all documents of record. The President and Vice President of Program Planning shall be authorized to act on behalf of the Guild in signing any contract related to an event.

SECTION 9

All checks, drafts, notes of financial documents shall be signed by either the current President, the current Treasurer, or the current Vice President of Program Presentation. The President, the Treasurer, and the Vice President of Program Presentation shall be authorized signers on all financial accounts.

ARTICLE X: POLICIES

SECTION 1

The title for all property, funds and assets of the Guild, whether incorporated or not, shall at all times be vested in the Guild for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property.

SECTION 2

The Membership Roster is for use by members only and is not for distribution to non-members, for sale, or for commercial use. Members may choose to opt out of having their information included on the Membership Roster.

SECTION 3

All proceedings of the Guild shall be fair and open. In the event of any dispute over procedure, when guidance cannot be found in the Bylaws, the current edition of *Robert's Rules of Order, Newly Revised Edition* shall be followed.

SECTION 4

The Executive Board shall establish a code of conduct governing all members and a grievance and mediation policy. The policies will be made available to the membership.

SECTION 5

Membership in the Guild grants the organization rights to member's name, any photograph of said member or member's content at a guild function for use under any legal condition for, but not limited to the following: social media, publicity, advertising, and web content. Members may opt out only through specific written notification.

ARTICLE XI: AMENDMENT OF BYLAWS

These Bylaws may be amended at any General Membership Meeting of the Guild by a two-thirds majority vote of the members present. A member may propose amending these Bylaws in writing via petition, supported by at least ten percent of the Membership. In the alternative, the Board may appoint an advisory committee to consider changes to these bylaws. It is also permissible for the Executive Board to propose a bylaw change. The proposed bylaw changes must have been presented at

a General Membership Meeting no less than 28 days prior to voting. The Executive Board shall vote as general members at the general membership meeting and not otherwise.

ARTICLE XII: INDEMNIFICATION

The Guild shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, or agent of the Guild against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Guild; and further provided that any compromise or settlement payment shall be approved by a majority vote of the Executive Board who are not at that time parties to the proceeding.

ARTICLE XIII: REQUIREMENTS TO BE EXEMPT AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE

SECTION 1

The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Guild is additionally organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Guild. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Guild is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.

Within the scope of these purposes, the Guild is organized and operated 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 educational opportunities through classes, workshops, and sharing of information, and
- Support and provide the opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills.

KCMQG Bylaws enacted on October 10, 2024

- The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.

SECTION 2

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, Officers, or other private persons, except that the organization 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 section 1 hereof and in article II of the Bylaws.

SECTION 3

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 4

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 5

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Proposed by the Bylaws Committee, Chair Margaret Aisenbrey, Board Sponsor Dorothy Pope.

Submitted to the membership via email on September 9, 2024.

Voted on and passed at the October General Membership Meeting, on October 10, 2024