

QUILTERS ABOVE THE CLOUDS BYLAWS

ARTICLE I: NAME

Section 1: The name of this organization shall be Quilters Above the Clouds (QAC).

Section 2: Quilters Above the Clouds shall be a non-profit organization registered as a 501(c)(3) charitable organization with the Internal Revenue Service. All business and activities of this organization shall be consistent with the requirements for a non-profit organization.

ARTICLE II: PURPOSE

Section 1: The organization shall have the following as its primary purposes:

1. Promote an interest in and appreciation of the art of quilt making.
2. Share quilting information and education.
3. Encourage high standards of quilting techniques and designs.
4. Provide hand-crafted quilts to area non-profit agencies and individuals in need.

Section 2: In order to obtain funds to further the above-stated purposes, QAC shall have the power to conduct fund-raising activities and to accept contributions from individuals, foundations, and other organizations. It shall have the power to solicit and receive funds from the public for the purposes of QAC, but no part of the net earnings or any of the assets of QAC shall inure to the benefit of any officer or member of QAC. However, QAC may enter into contracts with members in the capacity of teachers and speakers.

Section 3: The charity mission of QAC is to assist our community by utilizing the talents of our members to create quilts and related items for those in need and to donate these items to non-profit agencies throughout Teller County and surrounding areas.

ARTICLE III: MEMBERSHIP

Section 1: Membership shall be open to all persons who have paid annual dues without restriction on the basis of race, nationality, sex, age, religion or handicap.

Section 2: Privileges of membership shall include the right to:

1. Vote,
2. Hold office,
3. Attend all meetings,
4. Attend Executive Board meetings as a non-voting member,
5. Receive the Newsletter,
6. Have priority over non-members for all QAC activities and registration for workshops prior to the published deadline.

Section 3: A member shall not sell, share or otherwise give away the membership directory or roster to a non-member.

ARTICLE IV: DUES

Section 1: The amount of annual dues shall be set by the Executive Board subject to approval by the general membership prior to start of the new year. Dues are non-refundable.

Section 2: Renewing member dues are \$25 payable no later than January 31st every year. A \$5 late fee will be assessed after January 31st.

Section 3: New member dues are \$25 if paid by June 30. Dues for new members who join after June 30 will be \$15.

Section 4: Dues for an Associate member, someone who has moved out of the area or is otherwise unable to attend meetings or activities on a regular basis will be \$15.

Section 5: The dues for a Youth Member (ages 9-17, sponsored by a QAC Member in good standing) will be \$5. No late fees will be charged for Youth Memberships.

Section 6: New, Renewing, Associate and Youth members will receive an electronic newsletter. If a hardcopy newsletter is requested to be mailed an additional \$15 fee will be assessed.

Section 7: Members who have given great service to the guild over the years may be awarded an Honorary Lifetime Membership, at no charge and with a Newsletter. The Executive Board will determine who is to be awarded this membership. Any member may make a recommendation for the Executive Board's consideration, either in person or in writing.

ARTICLE V: OFFICERS

Section 1: The elected officers of QAC shall be President (or Co-Presidents together), First Vice-President (Membership), Second Vice-President (Programs), Third Vice President (Future Programs), Fourth Vice President (Charitable Giving), Secretary, and Treasurer. President and Vice President offices can be shared by 2 members. Both members shall be jointly elected.

Section 2: The offices of President (or Co-Presidents together) and First Vice-President (Membership) may only be held by individuals who have been a member of QAC for at least one year. No member shall be elected to more than one office at a time and no member shall be eligible to serve more than two consecutive terms in the same office. Any officer who assumes a position due to a vacancy may be elected to two consecutive subsequent terms. The term of office shall be one year from January 1 through December 31.

Section 3: A vacancy in the office of President (or Co-Presidents together) shall be filled by the First Vice-President. A vacancy in any other office will be filled by a member appointed by the Executive Board.

Section 4: The third Vice President, Future Programs, shall serve a one year term as 3rd Vice President and shall automatically succeed the 2nd Vice President, Programs, for the following calendar year, thus serving a total of two years, one year in each position.

Section 5: Removal of any officer may be for cause or when the best interest of QAC will be served. Elected officers may be removed from office by a recall vote of the general membership by a simple majority of those members present at a general meeting after notice is given in the Newsletter. Removal of an officer from an elected office shall also constitute removal from the Executive Board.

Section 6: Duties of the Officers:

The President (or one of the Co-Presidents) shall:

1. Preside at all meetings of the general membership and the Executive Board;
2. Be an ex-officio member of all committees except the nominating committee;
3. Prepare and present an agenda for meetings with input of the Executive Board;
4. Acknowledge all committee chairpersons;
4. Monitor and assist all committees to insure effective action is being taken;
5. Sign checks in the absence of the Treasurer;
6. Keep records of office and transfer same to successor no later than end of term.
7. Perform such other duties as may be required by the Executive Board.

The First Vice-President shall:

1. Preside at meetings in the absence of the President(or Co-Presidents together);
2. Fill the office of President (or Co-Presidents together), in the event of a vacancy;
3. Collect membership dues and give membership information to new members;

4. Maintain a membership roster and furnish it to the Executive Board and others as appropriate.
5. Maintain a membership directory of name, address, phone numbers, etc. (when agreed by member for distribution) to be distributed to the general membership.
6. Keep records of Office and transfer same to successor no later than end of term.
7. Perform such other duties as may be required by the Executive Board.

The Second Vice President shall:

1. Plan, organize, publicize and present a monthly programs and workshops reflecting the interests of the membership for the general membership meeting.
2. Assist and coordinate with the 3rd Vice President in scheduling and budgeting for programs to be presented during the 3rd Vice President's term as Programs (2nd) Vice President. Sign contracts as necessary to complete scheduling of such programs. Act as the 3rd Vice President's representative as a voting member of the Executive Board.
3. Keep records of Office and transfer same to successor no later than end of term.
4. Perform such other duties as may be required by the Executive Board.

The Third Vice President shall:

1. Plan, organize and present future monthly programs reflecting the interests of the membership for presentation at the general membership meetings during the subsequent calendar year during which the 3rd Vice President has assumed the position of 2nd Vice President.
2. Coordinate with the 2nd Vice President in scheduling and budgeting for programs to be presented during the 3rd Vice Presidents term as Programs (2nd) Vice President.
3. Keep a file of proposed programs with contact information and transfer the same to successor at the end of their term of office as 3rd Vice President.
4. Perform any other duties as may be required by the 2nd Vice President or the Executive Board.

The Fourth Vice President shall:

Review, prioritize and coordinate all requests for charitable giving based on guidance and approval of the Executive Board.

1. Coordinate all budgeting and materials for this mission and present reports to the Executive Board and membership and furnish them to the Newsletter Editor for publishing in the Newsletter.
2. Keep records of Office and transfer same to successor no later than end of term.
3. Perform such other duties as may be required by the Executive Board.

The Secretary shall:

1. Record the proceedings of all general membership and Executive Board meetings of QAC;
2. Publish a summary of all general and Executive Board meetings in the subsequent Newsletter;
3. Keep records of office and transfer same to successor no later than end of term.
4. Maintain correspondence on behalf of the President (or Co-Presidents together);
5. Maintain bylaws and minutes of meetings;
6. Perform such other duties as may be required by the Executive Board.

The Treasurer shall:

1. Receive all monies and record all financial transactions of QAC to include oversight of a separate account for raffle account funds.
2. Make disbursement of funds as authorized by the Executive Board. No disbursements shall be made without valid receipt.
3. Develop an annual budget in cooperation with the Executive Board before the February meeting of the Board;
4. Prepare and submit a monthly financial report to the Executive Board and a quarterly financial report to the Newsletter Editor for publication;
5. Arrange for an annual audit to be completed by the end of the first full week of January. The audit shall be performed by a committee of at least two and not more than three QAC (non-board) members appointed by the Executive Board or performed by independent legal counsel or another qualified professional
6. Obtain any necessary licenses and submit all necessary records to appropriate authorities; including but not limited the Internal Revenue Service and the State of Colorado.
7. Keep records of Office and transfer same to successor following completion of the annual audit.
8. Perform such other duties as may be required by the Executive Board.

ARTICLE VI: EXECUTIVE BOARD

Section 1: The Executive Board shall be composed of the elected officers and the immediate Past President. Only those persons, with the exception of the 3rd Vice President, who holds a non-voting position, may vote on Executive Board matters. Officers sharing a position are only allowed one vote. Unless otherwise stated, a simple majority vote shall prevail.

Section 2: Regular meetings of the Board shall be held during the year. The schedule shall be fixed by the Board and sessions may be called whenever deemed necessary by the President (or Co-Presidents together), a Board member, or by written request of five members of QAC. A majority of Board members shall constitute a quorum and a quorum shall be required to hold a Board meeting. Board meetings shall be open to all members as non-voting observers or advisors except for any portion of a meeting conducted in Executive session, in which case the reason for the Executive session must be stated. Notice of time and place of board meetings will be published in a Newsletter prior to the meetings. Minutes of all meetings of the Executive Board shall be published in the Newsletter.

Section 3: The duties of the Executive Board shall include:

1. General supervision of the affairs of QAC;
2. Making recommendations to QAC and keeping the members informed of Board activities;
3. Making recommendations to the President (or Co-Presidents together), on an agenda for general membership meetings;
4. Submit proposed budget to be published in the Newsletter for discussion and approval of the membership at the February meeting.
5. Performing other duties as specified by these bylaws or a majority of the membership.
6. Acknowledge all committee chairmen.

Section 4: The Executive Board shall be subject to the orders of QAC and none of its acts shall conflict with the action taken by QAC. Any action taken by the Executive Board may

be rescinded by the membership upon a two-thirds majority vote of members present at a regular general membership meeting provided that notice has been published in the Newsletter prior to the meeting.

Section 5: All proposals from the Executive Board for QAC activities are subject to discussion, amendment and final approval by a majority of members present at a regular general membership meeting. Should a proposal arise which the Executive Board considers of obvious benefit or interest to QAC and requires immediate commitment, the Executive Board is authorized to make that commitment with the consent of two-thirds of the voting members of the Board.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1: In August, the President (or Co-Presidents together), shall appoint a member to be chairperson of a nominating committee. The Chairperson shall, in turn, appoint at least 2 other members to the committee who are not current elected officers.

Section 2: The Chairperson of the nominating committee shall submit a slate of nominees to the Newsletter editor for publication in the Newsletter immediately prior to the October meeting.

Section 3: At the October meeting, the President (or Co-Presidents together), shall present the slate and ask for any nominations from the floor. Such nominations from the floor must be accompanied by the consent of the nominee.

Section 4: Voting shall take place at the October meeting and a simple majority of members voting will prevail.

Section 5: Absentee ballots are only permitted for the purposes of the election of Guild Officers.

1. Any member wishing to vote absentee in an election for Guild officers will create the member's own ballot.
2. The member will submit the absentee ballot in a sealed blank envelope which will then be placed in a second envelope with the member's name on that envelope only; the balloting is to be secret but each member's vote must be accounted for (thus the member's name should not appear on the ballot proper).
3. If a member approves the slate of candidates submitted by the Board, the member need only indicate that the member votes for the slate of nominations submitted by the nomination committee.
4. Any member who writes in another member's name for any given office must first obtain the candidate's permission to do so.
5. If any member nominates one or more candidates by write-in, the member should not neglect to vote for the balance of the nominated officers for which the member has not written in a candidate.
6. Absentee ballots can be mailed to the Guild and should be received no later than the day before the election of Guild officers. QAC's mailing address is PO Box 242, Divide, CO, 80814. Mailed ballots will be collected by a QAC member appointed by the Nominations Committee.
7. An absentee ballot may be turned in by another Guild member and must be received before the onset of the business meeting on the day of the election of officers.

Section 6: Recognition of the newly elected officers will take place at the December Executive Board meeting and will assume duties January 1. Retiring officers will continue their duties through December 31. Except for the Treasurer who shall remain in office and transition duties to the new officer after the current and new Treasurer oversee the January audit.

ARTICLE VIII: COMMITTEES

Section 1: Committees of one or more members will be appointed by the Executive Board from time to time to assist in managing the affairs of QAC.

Section 2: Standing Committees include:

1. Hospitality Committee: Duties include coordination of refreshments for meetings, and maintenance of any food service equipment belonging to QAC.
2. Newsletter editor committee: Duties include preparation of and emailing/ mailing Newsletters, publication of meeting summaries and reports submitted and maintenance of all records associated with the Newsletter. The Chairperson will keep records and transfer same to successor no later than the end of term.
3. Website committee: Duties include developing, maintaining and updating the QAC website as well as any links and postings for related internet medium as it pertains to promotion and organization of the QAC web presence.
4. Raffle Committee: This committee is chaired by the Games Manager(s) for a 4 year term after receiving training and being certified by the CO Secretary of State. When there are 2 Games Managers (preferred) their terms should overlap by at least 1 year to provide continuity. Games Manager(s) provide monthly financial updates to the Executive Board and membership, working closely with the Treasurer. Duties also include filing quarterly reports and annual license applications with the CO Secretary of State and handling all income deposits, expenses, and disbursements via account debit card or checks. Input is also offered in setting a budget for use of funds generated in accordance with QAC Bylaws and State of Colorado raffle regulations. Games Managers will also recruit assistance from the membership for selling raffle quilt tickets at the various selling venues each year. Volunteers will act as sub-chairs for raffle quilt construction, Holiday Party Stocking Raffle, Holiday Home Tour Bucket Raffle, and other such events which may be adopted by the QAC guild membership.

Section 3: Ad hoc committees may be appointed by the Executive Board to work on special projects of QAC such as the Quilt Show, Quilt/Holiday Auction, Raffle Quilt and Quilt Calendar. When the project or task is completed, the committee will be dissolved.

ARTICLE IX: MEETINGS

Section 1: The general membership meeting will be held on the day decided upon by the Executive Board members at an Executive Board Meeting at which a quorum is present. The time and place of all meetings will be published in the Newsletter.

Section 2.: A quorum is required for the conduct of business at a general membership meeting. A quorum shall exist when 1/3 or more of the current members are present.

Section 3: Unless otherwise stated, a simple majority vote of those present shall prevail.

ARTICLE X: AMENDMENT OF BYLAWS

Section 1: Amendments may be proposed by any member in writing to the Executive Board, by the Executive Board, or by any member at a general membership meeting.

Section 2: Proposed amendments placed before the membership shall be published in the Newsletter with a ballot form preceding the meeting at which the vote is to be taken. After discussion by the general membership at the next meeting a majority of the membership present shall prevail.

Section 3: Bylaws shall be reviewed at least every other year as directed by the Executive Board. The Executive Board shall appoint a committee of at least three members and the President to conduct the review.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern QAC in cases not specified in these Bylaws or by the Standing Rules.

ARTICLE XII: DISSOLUTION

In the event of the dissolution of the Quilters Above the Clouds, all assets of the organization, after paying or making provision for the payment of all of the liabilities of the Guild, will be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and in accordance with the Article VIII of the Articles of Incorporation.

Initially approved November, 2007

Last amended by vote of the general membership on