

BY-LAWS
OF
EAST IOWA HEIRLOOM QUILTERS

ARTICLE I

Purpose

The Corporation shall be a non-profit organization with the purpose of educating its members and others in the community area it serves, providing for the interchange of information and to exercise all the power granted by Chapter 504A, Code of Iowa, 1979.

ARTICLE II

Office and Agent

The address of the initial registered office in the State of Iowa is 830 Higley Building in the City of Cedar Rapids, County of Linn, 52401; and the name of the initial registered agent at such address is Muriel T. Owen.

ARTICLE III

Directors

- Section 1. The Corporation shall be managed by a Board of Directors of thirteen members of the Corporation.
- Section 2. The Board of Directors shall consist of the elected officers of the Corporation. Hereafter the terms "Board of Directors" and "officers" shall be one and the same and interchangeable.
- Section 3. A majority of the Board of Directors/Officers shall constitute a quorum for the transaction of any business and a simple majority of the quorum may decide any question.
- Section 4. There shall be an annual meeting of the Board of Directors preceding the annual meeting of the members. There may be such other regular meetings as the Board, by resolution, shall establish.

- Section 5. Special meetings of the Board of Directors may be called by any two members of the Board of Directors.
- Section 6. Notice of any regular meeting, except the annual meeting, and any special meeting, shall be given to the members of the Board, either orally or in writing, at least three days prior to the meeting.
- Section 7. Meetings, either regular or special, may be held by conference call or similar telephonic or web-based systems.
- Section 8. Directors shall receive no compensation, unless specifically granted by the members of the Corporation.
- Section 9. Directors shall be indemnified to the full extent permitted by law.
- Section 10. When an office becomes vacant, it shall be filled by a recommendation of the President, subject to the approval of a majority of the Board for the unexpired term of the vacant office.

ARTICLE IV

Officers

- Section 1. The officers of the Corporation shall be President, Vice-President, Program Chair, Program Co-Chair, Secretary, Treasurer, Historian, Education Chairman, Newsletter Editor-Chairman, Publicity Chairman, Library Chairman, Activities Coordinator, and Membership Chairman.
- Section 2. Each officer shall be elected at the annual meeting of the members for a term of one year with the exception of the Education Chairman who will be elected for a two-year term each even numbered year and the Publicity Chairman, Program Co-Chair, and Membership Chairman who will be elected for a two-year term each odd numbered year. Any officer can be removed by an affirmative vote of the majority of the entire Board of Directors. No individual may hold the same office for more than four consecutive years. Each officer may appoint a committee to assist in the duties of the office.
- Section 3. The duties of the President shall be to preside over all meetings and appoint committees necessary to the welfare of the Corporation with the exception of the Committees appointed by the other elected officers as outlined in Section 2 above and the Nominating Committee as covered in Article V, Section 2. In appointing other committees necessary to the welfare of the Corporation, the President shall have the discretionary

power to appoint the chairperson and no more than 50% of the members of the Committee. The remaining 50% of the committee membership shall be made up of volunteers from the organization or appointed by the designated Chairman of the Committee.

- Section 4. The Vice President shall, in the absence of the President, perform all the President's duties. The Vice President shall serve as liaison to committees as determined by the Executive Officers.
- Section 5. The Program Chair and Program Co-Chair shall serve for two years (one as Co-Chair, one as Chair). The Program Chair and Co-Chair shall, with the approval of the Board, plan and develop programs that carry out the purpose of the Guild. The Program Chairperson shall then be responsible for implementing said programs. The Co-Chair shall assist the current Program Chair and assume their duties in their absence. The programs are to be planned from January to November.
- Section 6. The duties of the Secretary shall be to record and be custodian of the minutes of the meetings and to handle correspondence.
- Section 7. The duties of the Treasurer shall be to collect and take charge of all dues and funds made available to the Corporation. The Treasurer shall also take charge and pay all bills incurred by the Corporation. Expenditures exceeding \$250 must be authorized by the Board of Directors. Also, the Treasurer shall keep a written account of all transactions involving the Corporation in a book belonging to the Corporation. The Treasurer's books shall be referred to an auditing committee between the September and October meetings.
- Section 8. The duties of Historian shall be to collect and preserve accounts of all the EIHQ activities, including appropriate memorabilia, meeting reports, snapshots, and Newsletters.
- Section 9. The duties of Education Chairman shall be to serve as a liaison between the community and organization and to contact people in the group to help with outside educational efforts and quilting programs for the community. The Education Chairman is to provide resource to area libraries, public educational demonstrations and displays, contact to area schools, and develop a resource guide to programs and talents within our organization and make it available to the Community. The Education Chairman will be Chairman of the Education Committee.
- Section 10. The duties of the Newsletter Editor shall be to gather news and advertising for the Newsletter. The Newsletter Editor compiles a newsletter that is attractive and serves the needs of the organization. It will be e-mailed or mailed regularly within the deadline. There will be no less than 6

newsletters for a year. The Newsletter Committee will be responsible for billing advertisers. The Newsletter Editor-Chairman shall serve as Chairman of the Newsletter Committee.

- Section 11. The duties of the Library Chairman shall be to maintain the organization's library, making the library available to the membership. The Library Chairman is responsible for purchasing and processing the books of the library, and will chair the Library Committee consisting of 5 members. A current library list shall be made available to the membership through the Guild's website and at the Guild meetings.
- Section 12. The duties of the Publicity Chairman are to promote and publicize the regular meetings and activities as well as the special events of the Corporation with the exception of the Quilt Show.
- Section 13. The duties of the Activities Coordinator shall be to coordinate EIHQ sponsored non-program related activities.
- Section 14. The duties of the Membership Chairman shall be to maintain the membership data base, to assist the treasurer in collecting and recording annual dues and to complete and distribute membership cards. The Membership Chairman shall provide a copy of the current membership list to the Newsletter Editor-Chairman prior to the publication of each newsletter. The Membership Chairman shall compile and mail new member packets, support new members, and responsible for hostess sign-up and name tags for guests.
- Section 15. In addition to the regular officers of the organization, a Quilt Show Chairman shall be appointed by the President subject to the approval of the majority of the Board of Directors. Such Quilt Show Chairperson shall be invited to the regular or special Board meetings and shall have voting privileges on any matters pertinent to the quilt show. There shall also be a SOS Chairman appointed by the President, subject to the approval of the majority of the Board of Directors. Such SOS Chairperson shall be invited to the regular or special Board meetings and shall have voting privileges of only matters pertinent to SOS.

ARTICLE V

Meetings and Elections

- Section 1. The annual meeting of the members of the Corporation shall be held each year on the fourth Monday evening meeting of October on a date to be determined by the Board of Directors.

- Section 2. At least 30 days and not more than 180 days prior to the annual meeting, the Board of Directors shall appoint a nominating committee of five members, at least two of whom shall be members of the Board. It shall be the duty of the Nominating Committee to nominate, at the annual meeting of the members, candidates for all offices and members of the Board of Directors whose term will expire at the annual meeting. The nominations by this committee shall not prohibit members from making other nominations at the annual meeting.
- Section 3. The members shall be notified of the date, time and place of the annual meeting as well as the nominations of the nominating committee, at least ten days prior to the annual meeting. This information may be included in the October newsletter, mailed at least 14 days prior to the date of the annual meeting. A ballot will be printed in the October newsletter and also available to each member, at the October meeting, who are in good standing, as provided in Article VI.
- Section 4. At any meeting of the members, the presence in person of one-tenth of the membership shall constitute a quorum and a majority of the quorum may decide any matter coming before the meeting.
- Section 5. Special meetings of the members may be called by the Board of Directors and upon the written request of any 10 members. Notice of a special meeting shall state the purpose of the meeting and shall be sent to members in good standing, by first class mail, 14 days prior to the meeting date.
- Section 6. The members may meet at any other times, upon such notice as the President may prescribe, for the purposes of furthering the activities of the Corporation. No minutes need be kept at these meetings unless some action is taken that is binding on the Corporation.

ARTICLE VI

Membership

- Section 1. Membership shall be open to any person.

Section 1.a Junior Members

1. Child must be interested in quilting.
2. Adult member/sponsor must always attend with child.

3. Junior membership includes regular meetings and Junior Membership card.
4. Workshops may be attended (at regular fee) if the sponsor is attending the same workshop.
5. Membership does not include voting privileges or Annual Retreats.

Section 2. The annual membership dues shall be payable commencing October 1 of each year in an amount to be determined by the Board of Directors. Any member who has failed to pay dues prior to the time of balloting at the annual meeting shall not have voting privileges and shall not have been given a ballot until dues for the new fiscal year have been paid.

ARTICLE VII

General

- Section 1. This Corporation shall not have any stock nor pay any dividends nor shall it have a seal.
- Section 2. Each current member in good standing shall have one vote and there shall be no proxy voting.
- Section 3. The Corporation shall have such fiscal year as may be adopted by the Board of Directors and the books shall be subject to such audit as the Board may determine.

ARTICLE VIII

Amendment to By-Laws

- Section 1. These by-laws may be amended by one or all as follows:
- a. May be proposed in writing by the Board of Directors.
 - b. May be proposed in writing by a member or members.

c. May be recommended by a committee on by-law amendment.

Section 2. After approval of a majority of the board, the proposed amendment(s) shall be published in the Newsletter and shall be voted on by ballot by the members. The voted ballots may be cast by mail or in person prior to or at the next meeting of the membership.

Section 3. Amendments shall be approved by 51% of the members voting.

By-laws as amended March 2010 and supersede any previously adopted by-laws.

STANDING RULES

Section 1. Meetings are held the 4th Monday of the month except December Changes can be made to Friday evening due to invited speakers. The October annual meeting is held in the evening only on the 4th Monday.

Section 2 Place: American Legion, 625 31st St. Marion, Iowa

Section 3: Time: Morning meetings start at 9:00 AM
Evening meetings start at 7:00 PM

Section 4. Dues are \$30.00 per year October through September
Members of the past year will pay \$30.00 all year to renew.
New members joining in April or after will pay half a year dues of \$15.00.
Junior memberships are available for children who are interested in quilting at \$10.00 per year.

Section 5. At the end of the year each Board member including the SOS Chairperson, BOM, and the Quilt Show Chairperson (who serve a full year) will have their dues for the next year waived.

Section 6. Our Quilt Show is held every other year – the odd years.

Section 7. Service projects include: Providing speakers/demonstrations for the community and schools to introduce the history and use of quilts.

SHARE OUR SKILLS (S.O.S.) a program of piecing, tying and finishing comforters to be donated to local organizations serving those in need.

Section 8. Membership entitles you to: Newsletters, monthly meetings, library collection of quilt related books, videos and templates.

Show and Tell – sharing pieced and quilted creations

Workshops

Block of the Month participation

Challenge projects

Small quilt groups

A copy of the by-laws to new members along with membership card.

Encouragement in the art of quilt making from others who make and appreciate quilts.

- Section 9. Guest policy: You may attend one meeting as a guest. If you attend a workshop and pay the extra \$5.00 at pre-registration, you may use that \$5.00 fee towards your membership before the workshop is finished.
- Section 10. Program people attend Quilt Network, held the 1st Saturday in April and October.
- Section 11. When in the performance of a Board Position for EIHQ, a chairperson(s) OR appointed substitute(s) is required to attend a Guild event, that person shall not be required to pay any registration fee. This applies to ONE person for an Activity or workshop, ONE person for a bus trip and UP to TWO persons for a Retreat.
- Section 12. Speakers and or workshop leaders shall be permitted to sell any product, tools, books, etc. that pertain to their programs at that particular meeting.
- Section 13. Fees paid to our members for presenting a Program: \$50.00 for each program, will be paid to a member who presents a program or \$100.00 for presenting the same program to both the morning and evening meetings. The same amount is given to a group if it is a group presentation. The amount is distributed amongst members of the group at the discretion of the group.
- Section 14. Members will be paid \$100.00 for a six-hour workshop: \$75.00 for a four-hour workshop: \$60.00 for a three-hour workshop, for a maximum of 20 participants. Additional participants may enroll at the discretion of the instructor who will be paid an additional \$5.00 for each registrant over 20.
- Section 15. Library Rules:
Only paid members can check out books etc. from the Guild library for one month. All members must show their current membership cards when checking out Guild library books etc.
Members may not check out more books until their overdue books are returned. Current Library list shall be made available to the membership upon request and to new members at time of joining the guild.
- Section 16. Name Tag

It is suggested after the second meeting of joining EIHQ you have a name tag. It should be worn at each meeting and workshop.

- Section 17. Members are encouraged to post personal and quilt related notices on the bulletin board at the guild meetings. Notices of the death of an EIHQ member will be published in the newsletter upon submission by a guild member.
- Section 18. The guild librarian will purchase a quilt book for the library as a memorial upon the death of an EIHQ member. That member's name will be put on a book plate inside the book.
- Section 19. A complete set of financial records including monthly and annual reports shall be kept for five years by the treasurer.
- A historical set of minutes, with copies of the treasurer's report attached, shall be kept by the secretary.
- A historical set of newsletters shall be kept by the historian.
- Section 20. Once a quilt has been entered in an EIHQ Quilt Show, it cannot be re-entered in another EIHQ Quilt Show.
- Featured quilters may enter their quilts in the Quilt Show either as non-judged or judged entries.
- Special quilt exhibits such as quilts shown by the featured quilter(s) are not official Quilt Show entries.
- The silent auction charity cannot be the same for two consecutive Quilt Shows.
- The judge cannot be the same for two consecutive Quilt Shows.

Amended 3/2010