**BYLAWS AND POLICIES**

**OF THE**

**BERKS QUILTERS GUILD**



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**BYLAWS**

**OF**

**BERKS QUILTERS GUILD**

**(a Pennsylvania nonprofit corporation)**

**ARTICLE 1 – NAME**

* 1. The name of this nonprofit corporation is Berks Quilters Guild, hereafter referred to as the “Guild.”

**ARTICLE 2 – OBJECTIVE AND POLICIES**

2.1 Purpose

 The purpose of this Guild is to share and perpetuate the heritage of quilting in America through a program of education and study.

 The Junior Quilters Program is to encourage and teach quilting skills to youth through workshops and special meetings.

2.2 Policies

 The Guild may formulate Policies that shall govern the incidental operation of the Guild and that shall have the authority of these bylaws, provided, however, that in the event any policies of the Guild conflict with these Bylaws, the Bylaws shall govern.

 The Board of Directors will use its discretion as to which Policies should be presented to the members for a vote.

**ARTICLE 3 – CORPORATE INFORMATION**

3.1 Registered Office

 The registered office of Berks Quilters Guild shall be at 1150 Berkshire Boulevard, Suite 230, Wyomissing, Pennsylvania 19610, until otherwise established by an amendment of the Guild's articles of incorporation ("Articles") or by the Board of directors, and a record of such change is filed with the Pennsylvania Department of State in the manner provided by law.

3.2 Other Offices

 The Guild may also have offices at such other places, within or without Pennsylvania, as the Board of Directors may from time to time appoint or the business of the Guild may require. The Guild address is P.O. Box 6942, Wyomissing Pennsylvania 19610.

3.4 Dissolution

 Previous notice and a two-thirds vote can dissolve this Guild. All outstanding bills will be paid, and the remaining money will be returned to the members, or, by a vote of the members, can be given to a charity of their choice.

3.5 Guild Records, Inspection

3.5.1 Required Records

3.5.1.1 The proper Officers of the Guild are authorized and directed to execute and file with the appropriate governmental agencies on behalf of the Guild, whenever necessary or proper lawfully to enable the Guild to continue operating its business, and particularly the registry of office and Officers required by the Revenue Department of the Commonwealth of Pennsylvania.

3.5.1.2 The Guild, as represented by the individual members of the Board of Directors, shall keep appropriate, complete, and accurate books or records of account; minutes of the proceedings of the Directors and members; a copy of these bylaws, including all amendments thereto to date, certified by the Recording Secretary of the Guild; and a membership register, giving the names and addresses of all members of the Guild. Any books, minutes, or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

3.5.2 Right of Inspection

 Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, by appointment with the Guild President, for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member.

3.6 Annual Report

 Also, see Section 7.5.

3.6.1 Contents

 The Board of Directors shall present to the members annually, a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

3.6.1.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

3.6.1.2 The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

3.6.1.3 The revenue or receipts of the Guild, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Guild.

3.6.1.4 The expenses or disbursements of the Guild, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Guild.

3.6.1.5 The number of members of the Guild as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

3.6.1.6 Summary information from Guild committees shall be received by the President and consolidated for inclusion in the Annual Report.

3.6.2 Place of Filing

 The annual report of the Board of shall be filed with the minutes of the meetings of members.

**ARTICLE 4 – MEMBERSHIP**

4.1 General

 Any person interested in quilting may become a member in the Guild, as set forth in these Bylaws.

4.1.1 Membership Cap

 There may be a vote from time to time to limit or amend the membership cap of the Guild. See Policy 1.1.

4.1.2 Age

 There will be an age limit of 18 years and above to be a member of the Guild.

4.1.3 Dues

4.1.3.1 Membership dues of the Guild, which may be recommended by the Board of Directors pursuant to these bylaws, shall be established in an amount determined from time to time at a duly called meeting of the members. See Policy 1.2.

4.1.3.2 Membership dues shall be payable January 1 with the latest date for payment being March 1, in advance, for the twelve months ending the following December 31. See Section 4.1.4, Loss of Membership. Dues for those joining the Guild after January will be prorated on a monthly basis through December 31.

4.1.3.3 No membership dues or any part thereof shall be refunded to Guild members under any circumstances.

4.1.4 Loss of Membership

4.1.4.1 Any member who is delinquent in the payment of membership dues for a period of sixty (60) days shall automatically lose membership in the Guild.

4.1.4.2 If requirements listed in Section 4.2.1.1 and Policy 1.3 are not met by the December meeting, the member shall automatically lose membership in the Guild. (See Section 5.10.)

4.1.5 Reinstatement

 Any member of the Guild who has lost membership may be reinstated by the Board of Directors upon payment in full of the current year's membership dues, provided that there are no other prospective members on the waiting list.

4.1.6 Transferability

 Membership in the Guild is nontransferable and non-assignable.

4.2 Categories of Membership

4.2.1 Voting Members

 To be a voting member in good standing, the member must have paid dues, and fulfilled other obligations as outlined in Section 4.2.1.1 and Policy 1.3.

4.2.1.1 Requirements

Participate in such activities as may be required in the Policy 1.3.

4.2.1.2 Rights of Members

 The voting and other rights and interests of members in the Guild shall be equal. Each member of the Guild shall be entitled to one vote. See Sections 7.1.4, 7.1.5, and 7.1.6.

4.2.2 Associate Members

 Only a current voting member may at any time elect to become an Associate Member by giving notice to the Membership Chairman.

 Associate members may receive the newsletter; may only attend two meetings per year; may attend workshops, field trips, and other activities if space permits; and may participate in the quilt show. Associate membership does not include the right to vote or to participate in the lending library, block-of-the-month, or challenge.

 An associate member may request to be reinstated to full membership without being put on the waiting list. Should this request exceed the membership limit, no new members will be taken into membership from the waiting list until such time as the membership falls below the capped number. (See Policy 1.1.)

4.2.3 Junior Quilters Program

4.2.3.1 This program is open to youths ages 8 to 18. (See Policy 1.4.)

4.2.3.2 Dues will be collected annually and will fund Junior Quilters Program activities.

4.2.3.3 Each youth must have an adult sponsor who is an active member of the Guild. The sponsor and the youth do not have to be related.

4.2.3.4 A Junior Quilters Program Committee will be established consisting of the adult member sponsors. Participation in the committee is mandatory for inclusion in the project. This program will be run and organized by its adult members.

4.2.3.5 Junior Quilters Program members who participate in the Junior Quilters Program will not take the place of adult memberships and prevent waiting list participants from becoming active members.

**ARTICLE 5 – OFFICERS**

5.1 Officers - General Information

5.1.1 Number, Qualifications, and Designation

 The Officers of the Guild shall be a President, First Vice President, Vice President of Programs, Treasurer, Recording Secretary, Membership Director, and Corresponding Secretary, and such other Officers as may be elected in accordance with the provisions of these bylaws. Officers must be members of the Guild. Any number of offices may be held by the same person.

5.1.2 Resignations

 Any officer may resign at any time upon written notice to the Guild. The resignation shall be effective upon receipt thereof by the Guild or at such subsequent time as may be specified in the notice of resignation.

5.1.3 Bonding

 The Guild may secure the fidelity of any or all of its Officers by bond or otherwise.

5.1.4 Standard of Care

 An officer shall perform duties as an officer in good faith, in a manner the Officer reasonably believes to be in the best interests of the Guild and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

5.2 Election and Term of Office

 The Officers of the Guild shall be elected at the October meeting in even-numbered years for a term of two (2) years to begin January of the following year.

Each Officer shall hold office until a successor has been selected and qualified or until the Officer’s earlier death, resignation, or removal. Officers shall be ineligible to succeed themselves in office more than once.

5.3 No Contract Rights

 Election or appointment of an officer or agent shall not of itself create any contract rights in the officer or agent.

5.4 Removal of Officers and Agents

 Any non-Director, officer, or agent of the Guild may be removed at any time by the Board of Directors, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

5.5 Vacancies

 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled at the discretion of the Board of Directors or by the Officer or committee to which the power to fill such office has been delegated pursuant to Article 8, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

5.6 Authority

 All Officers of the Guild, as between themselves and the Guild, shall respectively have such authority and perform such duties in the management of the property and affairs of the Guild as are provided in these bylaws or may be provided by or pursuant to resolutions or orders of the Board of Directors.

5.7 President

 The President shall be the chief executive officer of the Guild and shall have general supervision over the business and operations of the Guild, subject, however, to the control of the Board of Directors. The President shall sign, execute, and acknowledge, in the name of the Guild, deeds, mortgages, contracts, or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other officer or agent of the Guild; and, in general, shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.

 The President is responsible for requesting the Guild’s annual audit to be completed no later than the February meeting each year.

5.8 Vice Presidents

 The First Vice President and Vice President of Programs shall, in the case of a vacancy in the office of President or absence of the President and in such order of priority, act as chairman of meetings of the Board of Directors or of the members; and, in general, shall perform all duties incident to the office of Vice President and such other duties as from time to time may be assigned by the Board of Directors.

5.8.1 First Vice President

 The First Vice President shall act as President as described in Section 5.8.

5.8.2 Vice President of Programs

 The Vice President of Programs shall

* be responsible for the Guild’s programs
* be responsible for scheduling of Guild programs to occur six months into the term of the new Vice President of Programs
* be responsible for coordinating presentations and workshops with the Workshop Committee Chair
* act as President as described in Section 5.8

5.9 Secretaries

5.9.1 Recording Secretary

 The Recording Secretary shall

* attend all meetings of the Board of Directors and of the members
* record all votes of the directors and the members and the minutes of the meetings of the Board of Directors, committees of the board, and of the members, in a book or books to be kept for that purpose
* see that notices are given and records and reports properly kept and filed by the Guild as required by law
* retain the master copy (electronic and hard copy) of the current approved Bylaws
* bring a copy of the current Bylaws to be used for reference at meetings
* in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President

 5.9.2 Corresponding Secretary

 The Corresponding Secretary shall

* send appropriate cards to acknowledge members’ personal or family events
* perform all duties as may from time to time be assigned by the Board of Directors or the President

5.10 Membership Director

 The Membership Director shall

* + maintain current information of all members and Associate members (see Section 4.2.2)
	+ promote full member participation in Guild activities, per Guild Policy 1.1
	+ track fulfillment of membership requirements as described in Section 4.1.2 and Policy 1.3
	+ publish dues notice annually, collect dues, and forward money to Treasurer
	+ issue membership cards
	+ furnish New Member Packets to new members
	+ maintain Member and Visitor attendance records at each Guild meeting
	+ contact Visitors and solicit interest in full membership

5.11 Treasurer

 The Treasurer shall

* understand and comply with items included in Guild Bylaws Article 9, Fiscal Matters
* have or provide for the custody of the funds or other property of the Guild
* provide and receive check request slips from any member requesting reimbursement. The check request slip must be accompanied by original receipt for goods or services purchased.
* collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Guild. Signed cash received slips must be used to record receipt of such moneys.
* deposit all funds in the Treasurer’s custody as Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate
* distribute letters to each committee that will deal with moneys for each year indicating their budgeted amounts.
* make timely payment for use of facilities as appropriate
* pay insurance premiums
* at each meeting, render an account showing all transactions as Treasurer and the financial condition of the Guild, and provide monthly report to President and Recording Secretary
* in general, discharge such other duties as may from time to time be assigned by the Board of Directors or the President
* maintain adequate and detailed documentation sufficient to enable a proper audit
* file taxes each year

**ARTICLE 6 – BOARD OF DIRECTORS**

6.1 Powers, Standards of Care

* + 1. General Rule

 Unless otherwise provided by Pennsylvania law, all powers vested by law in the Guild shall be exercised by or under the authority of, and the business and affairs of the Guild shall be managed under the direction of the Board of Directors

6.1.2 Standards of Care, Justifiable Reliance

 A Director shall stand in fiduciary relation to the Guild and shall perform duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Guild and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

6.1.2.1 One or more Officers or employees of the Guild whom the Director reasonably believes to be reliable and competent in the matters presented.

6.1.2.2 Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

6.1.2.3 A committee of the Board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

6.1.3 A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause her reliability to be unwarranted.

* + 1. Consideration of Factors

 In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual directors may, in considering the best interests of the Guild, consider the effects of any action upon communities in which offices or other establishments of the Guild are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 6.1.2 above.

* + 1. Presumption

 Absent breach of fiduciary duty, lack of good faith, or self-dealing, any action taken as a director or any failure to take any action shall be presumed to be in the best interests of the Guild.

* + 1. Notation of Dissent

 A Director who is present at a meeting of the Board of Directors, or of a committee of the board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director’s dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Recording Secretary of the Guild immediately after the adjournment of the meeting.. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted the Director’s dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Recording Secretary in writing of the asserted omission or inaccuracy.

* 1. Qualification and Selection of Directors

6.2.1 Qualifications

 Each Director shall be a voting member of the Guild.

* + 1. Selection of Directors

 Except as otherwise provided in these Bylaws, the Board of Directors of the Guild shall comprise the President, First Vice President, Vice President of Programs, Treasurer, Recording Secretary, Corresponding Secretary, and Membership Director.

* 1. Term of Office

 Each Director shall hold office until the expiration of the term of office to which the Director was elected and until a successor has been selected and is qualified or until the Director’s earlier death, resignation, or removal. Term of office shall be two years after January 1 following the year of election

* 1. Resignation or Removal of Director
		1. Resignation

 Any director may resign at any time upon written notice to the Guild. The resignation shall be effective upon receipt thereof by the Guild or at such subsequent time as shall be specified in the notice of resignation.

6.4.2 Removal

6.4.2.1 Removal by the Board

 The Board of Directors may remove a Director who has failed to maintain the qualifications set forth in Section 6.2.1 hereof, who has been convicted of an offense punishable by imprisonment for a term of thirty (30) days or more, or, if, within sixty (60) days after notice of selection, the Director does not accept the office either in writing or by attending a meeting of the Board of Directors

6.4.2.2 Removal by the Members

 The entire Board of Directors or any individual director may be removed from office without assigning any cause by the vote of members entitled to cast a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the directors. In case the Board or any one or more members are so removed, new Officers/Directors may be selected at the same meeting.

* 1. Vacancies

 Vacancies in the Board of Directors may be filled by a majority vote of the remaining members of the Board, and each person so selected shall be a Director to serve for the balance of the unexpired term, or until that person’s death, resignation, removal, or inability to perform the duties of the office.

* 1. Board of Directors Meetings

6.6.1 Place of Meetings

 Meetings of the Board of Directors may be held at such places, within or without Pennsylvania, as the Board of Directors may from time to time designate, or as may be designated in the notice of the meeting.

6.6.2 Conduct of Meetings

 At every meeting of the Board of Directors, the President or, in the case of vacancy in office or absence of the President, one of the following Officers present, in the order stated, shall act as chairman of the meeting: First Vice President, Vice President of Programs, or a person chosen by a majority of the directors present.

 The Recording Secretary or, in the absence of the Recording Secretary, the Corresponding Secretary, or in the absence of both of them, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

6.6.3 Quorum of and Action by Directors

6.6.3.1 Quorum

 A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors

6.6.3.2 Voting Rights

 Each Director shall be entitled to one vote. The President shall cast a vote only in the case of a tie.

6.6.3.3 Action by Written Consent

 Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Recording Secretary of the Guild.

6.6.4 Notice of Meetings of the Board of Directors

6.6.4.1 Regular Meetings

 Notice of a regular meeting of the Board of Directors need not be given, except by adoption of a resolution by the Board of Directors establishing the places, dates, and times of regular meetings.

6.6.4.2 Special Meetings

 Special meetings of the Board of Directors shall be held whenever called by the chairman or by two (2) or more members of the Board of Directors.

 Notice of a special meeting of the Board of Directors shall be given to each Director by telephone or in writing at least twenty-four (24) hours before the time at which the meeting is to be held. Every required notice of a meeting shall state the place, date, and time of the meeting. Unless otherwise provided by Pennsylvania law, neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in a notice of such meeting.

6.7 Annual Report

 The Board of Directors must present the Guild’s annual report to the membership at the annual meeting. Refer to Section 3.6 for contents of the Annual Report; see Section 7.5 for time of Annual Meeting of the members.

**ARTICLE 7 – MEETINGS OF MEMBERS**

* 1. General
		1. Place of Meetings

 All meetings of the members of the Guild shall be held at such place as is designated by the Board of Directors in the notice of a meeting.

7.1.2 Conduct of Meetings

 At every meeting of the members, the President or, in the case of vacancy in office or absence of the President, one of the following Officers present, in the order stated, shall act as chairman of the meeting: the First Vice President, the Vice President of Programs, or a person chosen by a majority of the members present.

 The Recording Secretary or, in the absence of the Recording Secretary, the Corresponding Secretary, or, in the absence of both of them, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

7.1.3 Quorum and Adjournment

7.1.3.1 Quorum and Action by Members

 A meeting of members of the Guild duly called shall not be organized for the transaction of business unless a quorum is present. The presence of members entitled to cast at least a majority of the votes which all members are entitled to cast on the matters to be acted upon at the meeting shall constitute a quorum.

 Except as otherwise provided by Pennsylvania law, the Articles or these Bylaws, the acts of a duly organized meeting of members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the acts of the members.

7.1.3.2 Withdrawal of a Quorum

 The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

7.1.3.3 Adjournment for Lack of Quorum

 If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by Pennsylvania law, adjourn the meeting to such time and place as they may determine.

7.1.3.4 Adjournments Generally

 Adjournment of any regular or special meeting may be taken and agenda moved to the next meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

* 1. Voting
		1. Voting Lists

7.2.1.1 General Rule. Upon request of a member, the officer or agent having charge of the books or records of membership shall produce such books or records at any regular or special meeting of members. In such case, such books or records shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

* + - 1. Effect of List. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote.

7.2.2 Voting Rights

 The voting and other rights and interests of members in the Guild shall be equal. ~~Section~~Each member of the Guild shall be entitled to one vote.

7.2.3 Judges of Elections

 At any meeting of the members, the presiding officer may appoint one or three judges of election, none of whom can be a candidate for office.

 Duties:

* Determine the number of members of record and the voting power of each of the members present at the meeting
* Determine the existence of a quorum
* Receive votes or ballots
* Hear and determine all challenges and questions in any way arising in connect ion with the right to vote
* Count and tabulate all votes and determine the results
* Do such acts as may be proper to conduct the election or vote with fairness to all members

7.2.4 Proxy Voting

 Voting by members shall not be by proxy.

7.3 Regular Meetings

 Notification of regular membership meetings will be given to each member of record entitled to vote at the meeting by publication in each edition of the Guild newsletter. This notification shall occur no less than 10 days prior to the meeting.

7.4 Special Meetings

 Special meetings of the members may be called at any time by the Board of Directors, or by members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting.

 At any time, upon written request of any persons who have called a special meeting, it shall be the duty of the Recording Secretary in consultation with the President, to fix the time of the meeting, which shall be held within sixty (60) days after the receipt of the request, and notify the membership. In the recording secretary's absence the person or persons calling the meeting may do so.

 Notice of a special meeting of the membership shall be given to each member by telephone, email, or in writing at least twenty-four (24) hours before the time at which the meeting is to be held.

 For special meetings, the notice shall specify the place, date, and time of the meeting and the general nature of the business to be transacted.

7.5 Annual Meeting

7.5.1 Timing of the Meeting

 The Guild’s Annual Meeting shall be held on the third Tuesday in March in each year, if not a legal holiday under the laws of Pennsylvania, and, if a legal holiday, then on the next succeeding business day, not a Saturday, at 6: 30 p.m., and at said meeting, the members then entitled to vote shall elect Directors and shall transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time; any member may call such meeting at any time thereafter.

7.5.2 Responsibility for and Content of Annual Report

 See Section 3.6.1.

7.6 Junior Guild Attendance at Regular Meetings

 Junior Quilters Program members will be invited to no more than four meetings per year as designated by the Junior Guild Program Director. They will be allowed to participate in the community project meetings with their adult sponsors. Junior Quilters may participate in show-and-tell during these meetings.

**ARTICLE 8 - COMMITTEES**

8.1 Establishment and Powers

 The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors or other members of the Guild.

 Standing committees and changeable committee details shall be identified in the Guild policies.

 Any committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

8.1.1 The filling of vacancies in the Board of Directors.

8.1.2 The adoption, amendment, or repeal of these bylaws.

8.1.3 The amendment or repeal of any resolution of the board.

8.1.4 Action on matters committed by a resolution of the Board of Directors to another committee of the board.

8.2 Alternate Committee Members

 The Board may designate one or more directors or other members of the Guild as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member.

8.3 Term

 Each committee of the Board shall serve at the pleasure of the Board.

8.4 Subordinate Officer and Committees

 The Board of Directors may from time to time elect such other officers and appoint such committees, as the business of the Guild may require, each of whom shall hold the appointed office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any committee chairman the power to appoint subordinate chairmen or committees thereof, and to prescribe the authority and duties of such subordinate committees or chairmen.

**ARTICLE 9 - FISCAL MATTERS**

9.1 Non-Profit

 This organization shall be non-profit.

9.2 Fiscal Year

 The fiscal year of the Guild shall begin the first day of January in each year.

9.3 Accounting Records and Audit

 The books and accounts shall be kept in accordance with sound accounting practices. The President shall request an audit be provided no later than the February meeting each year.

9.4 Banking Practices

 The Guild shall maintain accounts, by and in the name of the Guild, with a financial institution that is duly licensed to conduct a banking business within the Commonwealth of Pennsylvania and shall have executed appropriate account agreement with said financial institution.

 The financial institution with which the Guild has an account is requested and authorized to honor, receive, certify, or pay any instrument signed or endorsed in accordance with these bylaws, including any such instrument drawn or endorsed to the personal order of, or presented for negotiation by, any officer signing or endorsing the same.

9.4.1 Signature Cards

 Bank signature cards shall require the signature of the President and Treasurer. New signature cards must be executed upon election or appointment of a different President or treasurer.

9.4.2 Authorized Signers

 Signatures of the President or treasurer shall be required on any checks written or other instruments for payment of money drawn against the Guild’s accounts.

9.4.3 Payments

 The Guild shall pay from its funds all necessary, proper, and usual expenses incident to the operation of the Guild, including, but without being limited to, all filing fees, bonus taxes, charges for advertising and printing, stationer’s charges, stamp taxes, and counsel fees.

9.4.4 Deposits

 All funds of the Guild shall be deposited from time to time to the credit of the Guild in such banks, trust companies, or other depositaries as the Board of Directors may approve or designate. Any checks, drafts, or other instruments for the payment of money for deposit with or collection by the Guild’s financial institution, on behalf of the Guild, may be so endorsed in the name of the Guild, by written or stamped endorsement without designation or signature of the person making such endorsement.

9.5 Budget

 The Board of Directors for the next fiscal year will be responsible for that year’s budget:

* The President and Treasurer will draft the budget with input from the committee chairs.
* The budget shall show anticipated income and expenses.
* The Board as a whole will review, amend, and present it to the membership for approval.

 The budget will be finalized before the Annual Meeting. The approved budget will be made available to Guild members no later than the Annual Meeting.

9.6 Contracts

9.6.1 General Rule

 The Board of Directors may authorize any officer or agent to enter into any contract or to execute or deliver an instrument on behalf of the Guild, and such authority may be general or confined to specific instances.

9.6.2 Statutory Form of Execution of Instruments

 Any note, mortgage, evidence of indebtedness, contract or other instrument in writing, or any assignment or endorsement thereof, executed or entered into between the Guild and any other person, when signed by one or more Officers or agents having actual or apparent authority to sign it, or by a Board member shall be held to have been properly executed for and in behalf of the Guild. Such fact shall be without prejudice to the rights of the Guild against any person who shall have executed the instrument in excess of that person’s actual authority.

9.6.3 Interested Members, Directors, or Officers

 General Rule. A contract or transaction between the Guild and one or more of its members, directors, or Officers or between the Guild and another Guild, partnership, association, or other organization in which one or more of the Guild’s Directors or Officers are directors or Officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the member, director, or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because the person’s or persons’ votes are counted for that purpose, if:

1. the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;
2. the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or
3. the contract or transaction is fair as to the Guild as of the time it is authorized, approved or ratified by the Board of Directors or the members of the Guild.

**ARTICLE 10 – LIABILITY AND INDEMNIFICATION**

10.1 Limitation of Liability

 To the fullest extent permitted by Pennsylvania law, a Director of the Guild shall not be personally liable to the Guild, its members or others for monetary damages for any action taken or any failure to take any action, unless the Director has breached or failed to perform the duties of the Director’s office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply with respect to the responsibility or liability of a Director under any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

10.2 Indemnification

10.2.1 General Rule

 The Guild shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Guild, or is or was serving at the request of the Guild as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), 'amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

10.2.2 Advancement of Expenses

 Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Guild in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the Guild as authorized in this Article.

10.2.3 Indemnification Not Exclusive

 The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of members or disinterested Directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators- of any such person.

10.2.4 Insurance, Contracts, Security

 The Guild may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article or otherwise, whether or not the Guild would have the power to indemnify such person against such liability under the provisions of this Article.

10.3 Effect of Amendment

 Any repeal or modification of this Article 10 by the Directors or members of the Guild shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Guild or any right of any person to indemnification from the Guild with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

**ARTICLE 11 – PARLIAMENTARY AUTHORITY**

 All functions of the Guild shall be conducted according to Roberts Rules of Order, unless otherwise specified within these Bylaws or, from time to time, set aside for agreed-upon practical consideration.

**ARTICLE 12 - BYLAWS**

12.1 Availability of Approved Bylaws

 Approved Bylaws shall be available to all members via the Guild website. Any member desiring a printed copy shall make such request to the Board of Directors.

 The Recording Secretary shall retain the master copy (electronic and hard copy) of the current approved Bylaws.

12.2 Amendment of Bylaws

12.2.1 General

 These Bylaws can be amended at any regular or special meeting, providing that previous notice is given by the Board of Directors two months prior to the intended vote.

12.2.2 Record of Amendment

 When the bylaws are amended, a copy thereof shall be inserted in the minute book of the Guild immediately following a copy of the Articles of Incorporation.

12.3 Minor Editing

 Minor editing of a non-substantive nature, such as renumbering for consistency, changes in spelling or grammar, or cosmetics such as change in font or bolding or underlining, may be made at any time by a designated Bylaws Committee or reviewer without the approval of the Officers, Directors, or members.

**BERKS QUILTERS GUILD**

**POLICIES**

**1 MEMBERSHIP**

1.1 There is a 150-person membership cap.

1.2 Dues for both regular members and associate members (see Bylaws Section 4.2.2) will be $25.00 per year.

1.3 Junior Quilters Program members will pay annual dues of $5.00.

1.4 Membership Requirements (See also Bylaws Section 4.2.1.)

* Attend a minimum of three meetings per Guild year.
* Pay annual dues on time. See Section 4.2.1.1 of the Bylaws.
* Participate in one or more of the following activities per year:
* - Serve as Guild officer
* - Participate in a community service project/silent auction
* - Serve on a committee
* - Work at the Guild quilt show
* - Participate in the raffle quilt (not including ticket purchase)

Bylaws Section 5.10 discusses the Membership Director’s responsibilities for tracking membership requirements.

1.5 Members should sign in at each meeting at the membership table provided by the Membership Director.

1.6 A visitor may attend one time free of charge. The visitor’s name may be placed on the waiting list if the visitor so desires. While on the waiting list, the visitor may attend one meeting per year for a $4.00 fee.

**2 NQA**

 If a poll determines that there is an insufficient number of members of the Guild who are NQA members, the Guild will pay the NQA dues for elected Officers as necessary to maintain Guild membership in NQA.

**3 LIBRARY**

3.1 Library books may be signed out for one month and must be returned at the following month's meeting. Renewal for a second month may be made if no one else wants the item.

* 1. A complete copy of the BQG Bylaws resides in the Library for members to review. This copy may be viewed but not checked out. If copies are needed, they may be requested of the Board of Directors.

**4 WORKSHOPS/BUS TRIPS:**

4.1 Each workshop/bus trip will be self-supporting, the entire cost to be shared by those enrolled in the activity.

4.2 Reservation forms printed in the newsletter along with a check for the amount of the workshop must be sent to the designated person.

4.3 If a Member cannot participate in an event for which the member has paid, a refund will only be given if the slot can be filled from the waiting list.

4.4 Members of the Guild who present a program at a regular meeting donate their services as members.

4.5 Guild members will be paid for teaching workshops. The fee will be determined based on the proposal of the teacher.

The cost for attending a workshop will be determined using the following formula:

Instructor Fee + Facility Fee

20

 Twenty (20) represents the minimum number of attendees required for a workshop to be conducted. This figure will be the individual cost per attendee per workshop.

**5 COMMITTEES**

 Committees deemed necessary by the membership or the Board of Directors in carrying on the work of the Guild shall be appointed by the President with the approval of the Board of Directors.

 Any committee receiving a budget from the Treasurer shall not be reimbursed for the overage without previous approval of the Board of Directors.

 Each committee shall submit a written annual report to the Board at the end of each year of service in that position in time for the President to include pertinent information in the Guild annual report. (See Bylaws Section 3.6.)

 The committee reports should include details of activities including the costs and income and the number of participants as well as suggestions for changes.

 Committee reports should also be used as support for the committees’ budget requests for the following year.

**6 JUNIOR QUILTERS PROGRAM (See also Bylaws Sections 4.2.3 AND 7.6.**)

 Junior Quilters Program members will pay annual dues of $5.00.

 The designated chairman of the Junior Quilters Program Committee will report on the progress and activities of this program at monthly Guild meetings, as appropriate.

 At least one workshop per year will be offered specifically for the Junior Quilters.

 Additional separate meetings and functions may be scheduled as agreed upon by the Junior Quilters Program Committee.

**7 NEWSLETTER**

 The Guild will publish a newsletter every other month. It will include location and time of regular meetings.

**8 QUILT SHOW**

 In the first meeting of even years, the Guild will vote whether to hold a quilt show the following year.