

QUILTERS UNLIMITED
Bylaws
Approved by the Membership
June 6, 2009

ARTICLE I. - Name and Office

1. The name of this corporation shall be Quilters Unlimited (QU).
2. The principal office of QU shall be at such place in the northern metropolitan area, State of Virginia, as may be fixed from time to time by the Board of Directors.

ARTICLE II. - Purpose and Policy

1. The purpose of QU shall be to preserve the tradition, culture and history of quilting, and to promote the knowledge and understanding of the art of quilting through continuing education services for members and public education activities.
2. The policy of QU is to enjoy rather than judge each other's work.

ARTICLE III. - Membership

1. Any person who is interested in furthering the purpose of QU may become a member upon payment of dues to a Chapter Treasurer.
2. Persons who join QU, including Senior, Life, and Associate Members, shall be voting members of QU and of the local Chapters to which they belong.
3. Dues: Each member shall pay annual dues. A member is dropped from the roster if dues are not paid by October 1.
4. After six (6) months from the beginning of the fiscal year, persons or families joining for the first time pay one-half (1/2) the annual dues.
5. Members may receive senior status in the fiscal year following their 65th birthday. The dues for these members shall be half the amount of the annual dues. When senior members reach their 75th birthday, they shall become Life Members and are excused from the payment of dues, effective the start of the following fiscal year.
6. A Chapter may assess a member from another Chapter who wishes to belong to both Chapters a yearly fee of not more than one-half (1/2) the amount of the annual dues. These members shall be called Associate Members.

ARTICLE IV. - General Membership Meetings

1. An Annual Show shall be held for the purpose of showing publicly the work of members in the art of quilting. This exhibit shall not involve competition.
2. An Annual Meeting of the General Membership shall be held in the fourth quarter of the fiscal year for the purpose of electing officers, receiving reports from officers and committees, and for any other business that may arise.
3. Special Meetings of the General Membership may be called by the President or majority of the Board of Directors or upon written request by twenty-five (25) members. Only business stated in the call of the meeting shall be transacted.
4. At all meetings of the members, each member in good standing shall be entitled to vote in person. Associate Members are eligible to vote at meetings of each Chapter of which they are a member but are not entitled to multiple votes at QU meetings. No payment of dues shall be accepted at the Annual Meeting.

5. Twenty-five (25) of the members entitled to vote, when present at an Annual or Special Meeting for which there has been proper notice, shall constitute a quorum for the transaction of business, provided a majority of the Chapters are represented.
6. Notice of the Annual Meeting of the general membership stating the date, time, place and purpose of the meeting shall be mailed or transmitted in electronic format to all members at least twenty-five (25) but not more than sixty (60) days before the date of such meeting.
7. **Notice of any special meeting of the general membership stating the date, time, place and purpose of the meeting shall be distributed to all members at least 10 days before the date of such meeting. If the notice is issued less than 15 days it shall be distributed by first class mail or transmitted in electronic format.**

ARTICLE V. - Board of Directors

1. QU shall have a Board of Directors which shall make all necessary rules not inconsistent with law or these bylaws for the management and guidance of the Officers, Chapters and Members.
2. Composition: The Board of Directors shall be composed of, the President: Vice-President, Secretary, Treasurer, Newsletter Editor, Nominating Committee Chair, Annual Show Chair, and the President, or representative of each Chapter. Each shall be entitled to one (1) vote. Six (6) members shall constitute a quorum.
 - a. The immediate past president shall serve in a non-voting capacity as President Ex-Officio.
3. The immediate past president shall serve in a non-voting capacity as President Ex-Officio.
4. The Board of Directors shall:
 - a. Meet at least (4) times a year at a regular scheduled time and as often as necessary upon such notice as specified by resolution of the Board of Directors;
 - b. Select one or more banks to act as depositories for QU, shall determine the manner of depositing and disbursing funds, and shall designate the person or persons who are authorized to sign checks;
 - c. Adopt a budget for the current fiscal year at its first regular meeting. The budget is to be prepared promptly after each Annual Meeting and before the fiscal year commences by a Budget Committee composed of the incoming Treasurer and at least two (2) other members. This budget, as well as the previous year's annual statement, shall be published in the first QU newsletter of the fiscal year;
 - d. Authorize all non-budgeted expenditures over \$50.00;
 - e. Approve the date and place of all meetings of the General Membership, including the Annual Meeting and Annual Show, and of the Board of Directors; and
 - f. Shall authorize the publication of a newsletter at least four (4) times a year, which shall be mailed or transmitted by electronic format to all members and shall include an annual report to the membership of the affairs and activities of QU.
5. Special meetings of the Board of Directors may be called by the President or shall be called upon the request of six (6) Board of Directors members. The purpose of the meeting must be stated in the call and, except in cases of emergency, at least ten (10) days notice must be given. Notification and voting by the Board of Directors on such special issues may be made by transmission in electronic format.
6. Audits: Immediately after the close of the fiscal year, and at such times as may be advisable, the President shall appoint a committee to audit the books and records and make a report thereon. An Annual Statement, which should include at least a balance sheet showing net worth and liabilities at the end of the fiscal year, shall be published in the first newsletter following the close of the fiscal year. A statement of income and expenses shall be prepared and made available to the members at the Annual Meeting.

7. Other Board of Directors committees may be established by the President or the Board of Directors as necessary to carry on the work of the organization.

ARTICLE VI. - Election of Officers

1. The elected officers of QU shall be President, Vice President, Secretary, Treasurer, Newsletter Editor, Annual Show Chair, and Nominating Committee Chair.
2. Nominations: The Nominating Committee shall consist of the elected Chair and the Nominating Committee Chair from each Chapter. It shall be the duty of this Committee to secure a slate of officers for the offices to be filled and to secure the consent of the nominees to serve if elected. The Chair shall submit a written list of nominees to the Board of Directors in due time to be included in the notice mailed or transmitted by electronic format to all members at least twenty-five (25) but not more than sixty (60) days prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting provided the nominee[’s or s’] consent has been secured.
3. Election: Election of officers shall be by ballot at the Annual Meeting. If there is only one candidate for an office, the vote may be made by voice if no objection is made.
4. Officers will serve for one (1) year or until their successors are elected. Their terms shall begin at the start of the fiscal year or Board of Directors meeting at which they are elected.
5. A member shall hold no more than one elected Board of Directors position at a time. The offices of Board of Directors President and Treasurer shall not be held jointly with any Chapter office. An officer shall serve no more than two (2) consecutive terms in the same office, except for the President, who shall serve no more than one full term.
6. Vacancies in office shall be filled by the Board of Directors.
7. Any officer may be removed from office by the affirmative vote of two thirds of the Directors in attendance at any regular meeting or special meeting called for that purpose for nonfeasance, or malfeasance, or misfeasance, for conduct detrimental to the interests of the organization, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least fourteen (14) days written notice of the meeting at which such removal is to be voted upon; and shall be entitled to appear before and be heard by the Board of Directors.

ARTICLE VII. - Duties of Officers

1. The President shall be the chief executive of QU and shall:
 - a. Preside at all meetings of the Board of Directors and of the General Membership;
 - b. Call Special Meetings of the Board of Directors and General Membership;
 - c. Appoint chairmen and members of Board of Directors committees;
 - d. Be an ex-officio member of all Board of Directors committees, except the Nominating Committee; and
 - e. Have such usual powers of supervision and management as may pertain to the office and perform such other duties as may be designated by the Board of Directors.
2. The Vice President shall:
 - a. Assist the President and assume the duties of the President in the absence of the President or if for any reason the presidency is vacated; and
 - b. Assist in chapter organization and development.
3. The Treasurer shall be the custodian of QU funds and shall:
 - a. Balance bank statements on a monthly basis, collect and receive all moneys due, deposit them in a bank or banks as designated by the Board of Directors and disburse them as directed by the Board of Directors;

- b. Keep proper records of all receipts and disbursements in sufficient detail to permit at least one (1) audit per year. Financial records shall be turned over to the President by the fifteenth (15th) day of July so that an audit can be performed;
 - c. Present a written financial report to the Board of Directors at its regular meetings, a written financial report to the membership at the Annual Meeting, an Annual Statement, and any such other financial reports as shall be required by law or by the Board of Directors; and
 - d. Maintain a current roster of membership and have general supervision of and provide for the safekeeping of the books and financial records of previous years.
4. The Secretary shall be recording officer and shall:
 - a. Keep a complete record, including attendance, of all meetings of the General Membership, of the Board of Directors, and of any special Board of Directors meetings;
 - b. Conduct the correspondence of QU as directed by the President or Board of Directors; and
 - c. Have general supervision of and provide for the safekeeping of the books and records of previous years.
 5. The Newsletter Editor shall issue the newsletter from the Board of Directors, including all notices to the General Membership as may be directed by these bylaws, the President or the Board of Directors.
 6. The Nominating Committee Chair shall submit a list of the nominees and make the committee report to the Board of Directors in due time to be mailed or transmitted in electronic format to all members at least twenty-five (25) days but not more than sixty (60) days prior to the Annual Meeting.
 7. The Annual Show Chair shall make all arrangements for the Annual Show and will be responsible for overseeing the Annual Show.
 8. The President Ex-Officio shall serve the Board of Directors in an honorary capacity to provide history and insight on QU matters. The President Ex-Officio is invited, but not required, to attend all Board meetings.

ARTICLE VIII – Chapters

1. QU chapters shall be located in the counties of Fairfax, Arlington, Loudoun, and Prince William and cities contiguous to these counties in the state of Virginia in order to promote the purpose of QU within the community.
2. Each Chapter shall elect officers and must have its own bylaws which shall not be inconsistent with these bylaws. Such bylaws shall be approved by the Board of Directors and a current copy placed on record with the QU secretary.
3. Chapters shall:
 - a. Schedule at least nine (9) regular meetings during the year;
 - b. Adopt a program and budget at the first regular meeting in September;
 - c. Hold an Annual Meeting for the purpose of electing officers, reporting reports, and for any other purpose that may arise;
 - d. Keep proper records of all receipts and disbursements, including contributions and incoming expenses, in sufficient detail to permit at least one audit per year;
 - e. Maintain a current roster of membership; and
 - f. Submit membership and financial reports as required by the Board of Directors.
4. New Chapters may be organized by the Board of Directors in areas where no local Chapter exists. The Board of Directors is authorized to grant recognition as a local Chapter in conformity with standards contained herein and other requirements as may be set by the Board of Directors and adopted at the Annual Meeting. The names of new Chapters shall be approved by the Board of Directors.

5. In order to be recognized, a new chapter shall:
 - a. Have at least twenty (20) members;
 - b. Have secured a regular meeting place open to the public;
 - c. Have elected officers;
 - d. Have adopted bylaws which have been determined by the Board of Directors to be consistent with these bylaws; and
 - e. Have adopted a budget and program for the current year.
6. Dissolution of a Local Chapter: After payment or provision for payment of all debts, all remaining assets of a local Chapter, which has been disbanded, shall be transferred to QU. Memberships shall be transferred to other Chapters as desired by the members.

ARTICLE IX – Financial Administration

1. Fiscal Year: The fiscal year of QU shall commence on the first day of July of each year.
2. Financial Support: Financial responsibility for the operation of QU as a whole shall be assumed annually by local Chapters. Except for Associate Members' dues (which shall remain with the Chapter), each Chapter shall remit to the Board of Directors, upon receipt, one-half (1/2) of all membership dues collected.
3. Annual dues shall be set by the Board of Directors and approved by a two-third (2/3) vote of the Board. One half (1/2) of this fee shall be retained by the Chapter and one half (1/2) remitted to QU, except for Associate Members' dues (of which the entire amount shall be retained by the Chapter).
4. Dissolution: Upon dissolution of QU and after payment or provision for payment of all liabilities, the Board of Directors shall dispose of all remaining assets exclusively for the purpose of the corporation or the organizations that are then qualified under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X. – Amendments

1. These bylaws may be amended by a two-thirds (2/3) vote of members present at any Annual Meeting or Special Meeting, provided the amendment has been proposed by the Board of Directors, or a committee authorized by the Board of Directors, or by a Chapter, and has been submitted in writing to the Secretary, and a copy of the proposed amendment has been mailed or transmitted by electronic format from the Board of Directors to each member at least twenty-five (25) but not more than sixty (60) days before such Meeting.

ARTICLE XI. – Limitations

1. The affairs and activities of QU shall be conducted in such a manner that no part of its net earnings shall accrue to the benefit of any members, officer or other individual.
2. QU shall not carry on propaganda or otherwise attempt to influence legislation, and shall not participate in nor intervene in any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this organization shall take any action or carry on any activity by or on behalf of Quilters Unlimited not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII – Parliamentary Authority

1. The rules contained in Roberts Rules of Order Newly Revised shall govern QU in all cases to which they are applicable and in which they are not inconsistent with these bylaws.