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**BY-LAWS**

**of**

**OLD CAPITOL QUILTERS GUILD, INC.**

ARTICLE I - Purpose

This Corporation shall be a nonprofit corporation with the purpose of educating its members and the community as to the historical, artistic and practical attributes of quilts and quilting. The Corporation, hereafter known as the Old Capitol Quilters Guild (OCQG), shall exercise all powers granted by section 501 (c) (3) of the Internal Revenue Code of 1986 and the State of Iowa.

ARTICLE II - Office and Agent

The initial registered office in the state of Iowa was 31 Rita Lyn Court, Iowa City, IA 52245. The initial registered agent was Jo Ann Hindman. Hereafter, the agent shall be the elected Treasurer of OCQG.

ARTICLE III - The Board of Directors

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3.1 The OCQG shall be governed by a Board of Directors, hereafter referred to as the Board.

The members of the Board shall be President, Past President, Secretary, Treasurer, and a representative from each standing committee (Article V). The Past President shall be a nonvoting member. The Board shall be elected at large and serve a term of one year, currently August through July. A representative from each standing committee shall be chosen by the committee members to serve on the Board as a voting member. Members of the Board must be members in good standing of OCQG.

3.2 An annual meeting of the Board shall be held in August. This meeting shall be attended by both the exiting Board and the newly elected Board. The exiting board shall be present to act in an advisory capacity and assist in the transfer of duties.

3.3 A majority of the Board shall constitute a quorum for the transaction of business. A simple majority of the quorum may decide any issue.

3.4 Special meetings of the Board may be called by the President or a third of the members of the Board. A special meeting shall require notification of each member of the Board a minimum of three days prior to the meeting date and by an acceptable means of communication as agreed upon by the Board. The notice must include the purpose for the Special Meeting. A quorum must be ensured.

47 3.5 Members of the Board shall receive no compensation.

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49 3.6 Members of the Board and committees shall be indemnified to the full extent permitted by  
50 Law.

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52 3.7 Any officer can be removed by an affirmative vote of the majority of the entire Board of  
53 Directors.

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55 3.8 Any vacancy on the Board of Directors shall be filled by Presidential appointment. The  
56 appointed member shall complete the remainder of the current term.

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#### 58 ARTICLE IV - Officers and Duties

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60 4.1 The president shall preside over all the Board and general membership meetings. The  
61 presidency may be shared by two guild members with duties shared and divided to fulfill  
62 all presidential responsibilities. The president shall have the power to create ad hoc  
63 committees as necessary for the welfare of OCQG. The president shall monitor and  
64 delegate as necessary. The president may write a monthly message to be published in the  
65 newsletter. The president shall call cancellation of general membership meetings due to  
66 weather and notify the membership via the OCQG website.

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68 4.2 The secretary shall keep minutes of the Board and general membership meetings. The  
69 secretary shall be responsible for notification requirements of a special meeting. The

70 secretary shall handle correspondence, thank you notes and the FYI table.

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72 4.2 The treasurer shall sign checks and disburse funds for all OCQG transactions. The past  
73 treasurer shall have check signing privileges in the event that the current treasurer is  
74 unavailable.

75 The treasurer shall maintain the records of revenues and expenditures including, but not  
76 limited to, receipts and books.

77 The treasurer shall compile an annual report of finances and a proposed budget for the  
78 upcoming year. These reports shall be presented at the August board meeting for  
79 discussion and amendment. The past year's final financial report and the finalized budget  
80 for the upcoming year shall be published in the September newsletter and presented to the  
81 general membership at the September meeting.

82 The treasurer shall publish a midyear report of finances in the February newsletter.

83 The treasurer shall file and maintain appropriate paperwork to keep the nonprofit  
84 incorporation status active and current in accordance with the Federal Internal Revenue  
85 Service and the State of Iowa.

86 A yearly review will be completed by an internally appointed ad hoc committee appointed  
87 by the president.

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## 90 Article V - Standing Committees

91 5.1 The Program Committee shall be responsible for the monthly meeting programs and  
92 additional workshops, including all speaker/teacher travel arrangements, accommodations

93 and advertisement.

94 A general membership Quilt Show ad hoc committee shall function under the direction of  
95 the Program Committee.

96 5.2 The Service Committee shall direct the development of, and coordinate and distribute,  
97 service projects for the OCQG. The Service Committee shall report monthly at the general  
98 membership meeting and in the newsletter on project(s) status.

99 5.3 The Membership Committee shall compile a membership directory, maintain and amend it  
100 for accuracy, and make it available for the general membership.

101 The Membership Committee shall distribute yearly membership cards.

102 The Membership committee shall supply mailing labels for the monthly newsletter mailing

103 5.4 The Historian shall maintain documentation of OCQG activities. The history shall include,  
104 but not be limited to, pictures and newsletters.

105 The Historian shall take photographs of “Show and Tell” and OCQG special events.

106 5.5 The Newsletter Committee duties shall be to gather and organize news and advertising for  
107 the newsletter and to have the newsletter printed and mailed on a monthly basis. An  
108 electronic format copy of the newsletter shall be delivered to the Technology Committee  
109 for publication on the website.

110 5.6 The Library Committee shall be responsible for cataloging and maintaining the current  
111 library collection, making the collection accessible to the members, and purchasing new  
112 books.

113 The committee shall facilitate the American Quilting Society’s book orders and the  
114 subscription services for the magazine *Love of Quilting*.

115 5.7 The Technology Committee shall maintain and be responsible for the OCQG website

116 including, but not limited to, news, events and discussion(s) groups. The Technology  
117 Committee shall post the OCQG monthly newsletter. The Technology Committee shall  
118 notify the general membership of newsletter posting and any meeting(s) cancellation(s) by  
119 mass e-mail. The Technology Committee shall support the guild and other committees in  
120 technology management as needed.

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## 123 ARTICLE VI - Meetings and Elections

124 6.1 A General Membership meeting shall be held on the second Monday of the months  
125 September through July.

126 6.2 “Special meetings” of the general membership may be called by the Board or upon written  
127 request of any ten general members. Notice of a special meeting shall state the purpose and  
128 be given seven days prior to the meeting.

129 6.3 A majority of the General Membership present at any monthly (regular or rescheduled)  
130 meeting or any specially called General Membership meeting may decide any matter  
131 coming before the membership.

132 6.4 A proposed slate for the Board of the OCQG and standing committees shall be published in  
133 the June OCQG monthly newsletter and shall be presented to the general membership at  
134 the June meeting.

135 6.5 The election of the Board shall be held at the June meeting. A listing of the elected Board  
136 and committee members shall be published in the July newsletter.

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## ARTICLE VII - Dissolution

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140 7.1 Dissolution shall be by a majority of the current general membership.

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142 7.2 Upon dissolution of the Corporation, the Board shall, after paying or making provisions for  
143 the payment of all liabilities of the corporation, dispose of all the assets of the corporation  
144 exclusively for the purpose of the corporation in such manner, or to such organization(s)  
145 operated exclusively for charitable, educational, religious, or scientific purposes as shall at  
146 the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal  
147 Revenue Code of 1986 (or corresponding provision of any future United States Internal  
148 Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be  
149 disposed of by the Court of Common Pleas of the county in which the principal office of  
150 the corporation is then located, exclusively for such purposes or to such organization(s), as  
151 said court shall determine, which are operated exclusively for such purposes.

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153 ARTICLE VIII - Membership

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155 8.1 Membership shall be open to any person.

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157 8.2 Each member shall have one vote and there shall be no proxy voting.

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159 8.3 The annual membership dues shall be payable commencing September of each year. Any  
160 member who has failed to pay dues by November 1 shall be dropped from the  
161 membership. Any change in dues shall be determined by a vote of the membership.

162 8.4 Dues to be paid shall be collected as follows:

163 A. Prior and current renewal members shall be assessed full yearly dues.

164 B. A guest is welcome for two general membership meetings; after that the guest must  
165 become a dues paying general member of OCQG.

166 C. New General Members shall pay full dues, unless they are joining after Feb. 1 of the  
167 current year. The dues for new general members after Feb. 1 shall be half of the  
168 current yearly dues.

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170 ARTICLE IX - General

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172 9.1 This Corporation shall not have any stock, nor pay any dividends, nor shall it have a seal.

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174 9.2 The Corporation shall have a fiscal year as may be adopted by the Board, and the books  
175 shall be subject to such audit as the board determines.

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177 9.3 These by-laws may be amended at any Board meeting by a majority of the Board.