

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23

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

24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46

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 by one third of the members of the Board. Each Board member shall be notified of a Special Meeting by the President or by a designee of the members calling for the meeting. Notification of a Special Meeting shall be 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

48 3.5 Members of the Board shall receive no compensation.

49

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

52

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

55

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

58

59

ARTICLE IV - Officers and Duties

60

61 4.1 The President shall preside over all Board and General Membership meetings. The

62 President may write a monthly message to be published in the newsletter. The President

63 shall call cancellation of General Membership meetings due to weather or other

64 circumstances and arrange for notification of the membership via the OCQG website.

65 The President shall monitor and delegate as necessary. The President shall have the power

66 to create ad hoc committees as necessary for the welfare of OCQG, including but not

67 limited to a Quilt Show committee, Treasury Audit committee, and By-Laws Review

68 committee.

69 The Presidency may be held by two guild members concurrently, with duties shared and

70 divided to fulfill all Presidential responsibilities. The position of President shall be allotted
71 one vote on the Board of Directors.

72

73 4.2 The Secretary shall keep minutes of the Board and General Membership meetings. The
74 Secretary shall provide minutes for publication and archival purposes to the Technology
75 Committee. The Secretary shall also provide minutes by email to the President(s.) The
76 position of Secretary may be held by two guild members concurrently, with duties shared
77 and divided to fulfill all Secretarial responsibilities. The position of Secretary shall be
78 allotted one vote on the Board of Directors.

79

80 4.3 The Treasurer shall sign checks and disburse funds for all OCQG transactions. The past
81 Treasurer shall have check signing privileges in the event that the current Treasurer is
82 unavailable. The Treasurer shall receive, deposit, and record all guild revenues including
83 but not limited to membership dues, workshop fees, and advertising income.

84 The Treasurer shall maintain the records of revenues and expenditures including, but not
85 limited to, receipts and books.

86 The Treasurer shall compile an annual report of finances and a proposed budget for the
87 upcoming year. These reports shall be presented at the August Board Meeting for
88 discussion and amendment. The past year's final financial report and the finalized budget
89 for the upcoming year shall be published in the September newsletter and presented to the
90 General Membership at the September meeting.

91 The Treasurer shall publish a midyear report of finances in the March newsletter.

92 The Treasurer shall file and maintain appropriate paperwork to keep the nonprofit

93 incorporation status active and current in accordance with the Federal Internal Revenue
94 Service and the State of Iowa, including Federal Form 990-N and Iowa Biennial Report.
95 The Treasurer shall obtain the charitable gambling license from the Iowa Department of
96 Inspections and Appeals when needed for raffle quilt ticket sales.

97 The Treasurer shall file Iowa Sales Tax returns according to the state's required schedule
98 and pay sales tax when due.

99 A yearly review will be completed by an internally-appointed ad hoc committee appointed
100 by the President.

101

102 Article V - Standing Committees

103

104 5.1 The Program Committee shall be responsible for the monthly General Meeting programs
105 and additional workshops. Duties include but are not limited to arranging and contracting
106 with speakers, venue arrangements, speaker/teacher travel arrangements, accommodations,
107 and preparation of promotional materials for guild newsletter, website, and other social
108 media. The Program Committee shall collect workshop fees for remittance to the
109 Treasurer. The Program Committee shall obtain payment from the Treasurer for
110 speakers/teachers.

111

112 5.2 The Service Committee shall facilitate the creation of service (donation) quilts and other
113 items and the distribution of those items primarily within Johnson County. The Service
114 Committee shall coordinate the annual Service Sew-In meeting. The Service Committee
115 shall report monthly at the General Membership meeting and in the newsletter on

116 project(s) status.

117

118 5.3 The Membership Committee shall create and maintain membership rolls of the OCQG.

119 The Membership Committee shall create and submit the membership form to the

120 Newsletter Committee for printing in the September and October newsletters. The

121 Membership Committee shall collect membership dues for remittance to the Treasurer.

122 The Membership Committee shall create and distribute a membership directory, and

123 maintain it for accuracy. The Membership Committee shall create and distribute

124 membership cards. The Membership Committee shall provide appropriate lists to the

125 Newsletter and Technology Committees to facilitate regular distribution of the newsletter

126 and other guild-related information.

127

128 5.4 The Historian shall maintain documentation of OCQG activities, including but not limited

129 to photographs of speakers, "Show and Tell," OCQG special events, newspaper clippings,

130 and other media references. The Historian shall coordinate with the Technology

131 Committee for distribution of documentation to the OCQG website and social media, and

132 for long-term archival preservation.

133

134 5.5 The Newsletter Committee shall be responsible for creation of the newsletter. The

135 Newsletter Committee shall solicit advertising, compile news and other items, and format

136 the newsletter. The Newsletter Committee shall arrange for printing and distribution of the

137 newsletter. The Newsletter Committee shall provide an electronic copy of the newsletter to

138 the Technology Committee for publication on the website.

139

140 5.6 The Library Committee shall be responsible for cataloging and maintaining the current
141 library collection, making the collection accessible to the members, and purchasing new
142 books. The Library Committee shall conduct an inventory of library materials at least
143 annually and coordinate with the Technology Committee to publish the inventory on the
144 website.

145

146 5.7 The Technology Committee shall maintain and be responsible for the OCQG website
147 including, but not limited to, news, events, and discussion(s) groups. The Technology
148 Committee shall post the OCQG monthly newsletter. The Technology Committee shall
149 notify the General Membership of newsletter posting and any meeting(s) cancellation(s) by
150 mass e-mail. The Technology Committee shall notify the General Membership of Special
151 Meetings of the General Membership, as described in Section 6.2. The Technology
152 Committee shall support the guild and other committees in technology management as
153 needed.

154

155 ARTICLE VI - Meetings and Elections

156

157 6.1 A General Membership meeting shall be held on the second Monday of the months
158 September through July.

159

160 6.2 Special Meetings of the General Membership may be called by the Board or upon written
161 request of any ten general members. Notice of a Special Meeting shall state the purpose

162 and be given at least seven days prior to the meeting. A member of the Board or a
163 representative of the General Membership shall coordinate with the Technology
164 Committee to serve notice of the Special Meeting to the General Membership.

165

166 6.3 A majority of the General Membership present at any monthly (regular or rescheduled)
167 meeting or any specially-called General Membership meeting may decide any matter
168 coming before the membership.

169

170 6.4 A proposed slate for the Board of the OCQG and standing committees shall be published in
171 the June OCQG monthly newsletter and shall be presented to the General Membership at
172 the June meeting.

173

174 6.5 The election of the Board shall be held at the June meeting. A listing of the elected Board
175 and committee members shall be published in the July newsletter.

176

177 ARTICLE VII - Dissolution

178

179 7.1 Dissolution shall be by a majority of the current General Membership.

180

181 7.2 Upon dissolution of the Corporation, the Board shall, after paying or making provisions for
182 the payment of all liabilities of the corporation, dispose of all the assets of the corporation
183 exclusively for the purpose of the corporation in such manner, or to such organization(s)
184 operated exclusively for charitable, educational, religious, or scientific purposes as shall at

185 the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal
186 Revenue Code of 1986 (or corresponding provision of any future United States Internal
187 Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be
188 disposed of by the Court of Common Pleas of the county in which the principal office of
189 the corporation is then located, exclusively for such purposes or to such organization(s), as
190 said court shall determine, which are operated exclusively for such purposes.

191

192 ARTICLE VIII - Membership

193

194 8.1 Membership shall be open to any person.

195

196 8.2 Each member shall have one vote and there shall be no proxy voting.

197

198 8.3 The annual membership dues shall be payable commencing September of each year. Any
199 member who has failed to pay dues by November 1 shall be dropped from the
200 membership. Any change in dues shall be determined by a vote of the General
201 Membership.

202

203 8.4 Dues to be paid shall be collected as follows:

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

205 B. A guest is welcome for two General Membership meetings; after that the guest must
206 become a dues-paying General Member of OCQG.

207 C. New General Members shall pay full dues, unless they are joining after February 1 of

208 the current year. The dues for new General Members after February 1 shall be half of
209 the current yearly dues.

210

211 ARTICLE IX - General

212

213 9.1 This Corporation shall not have any stock, nor pay any dividends, nor shall it have a seal.

214

215 9.2 The Corporation shall have a fiscal year as may be adopted by the Board, and the books
216 shall be subject to such audit as the Board determines.

217

218 9.3 These by-laws may be amended at any Board meeting by a majority of the Board.