

1 **BY-LAWS**

2  
3 **of**

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5 **OLD CAPITOL QUILTERS GUILD, INC.**

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8 **ARTICLE I - Purpose**

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

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17 **ARTICLE II - Office and Agent**

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19 The initial registered office in the state of Iowa was 31 Rita Lyn Court, Iowa City, IA  
20 52245. The initial registered agent was Jo Ann Hindman. Hereafter, the agent shall be the  
21 elected Treasurer of OCQG.

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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 the 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.

61 The president shall have the power to create ad hoc committees as necessary for the welfare  
62 of OCQG. The president shall monitor and delegate as necessary.

63 The president shall write a monthly message to be published in the newsletter.

64 The president shall call cancellation of general membership meetings due to weather and  
65 notify the membership via the OCQG website.

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67 4.2 The secretary shall keep minutes of the Board and general membership meetings.

68 The secretary shall be responsible for notification requirements of a special meeting.

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

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71 4.3 The treasurer shall sign checks and disburse funds for all OCQG transactions. The past  
72 treasurer shall have check signing privileges in the event that the current treasurer is  
73 unavailable.

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

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

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

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

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

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#### Article V - Standing Committees

90 5.1 The Program Committee shall be responsible for the monthly meeting programs and  
91 additional workshops, including all speaker/teacher travel arrangements, accommodations  
92 and advertisement.

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

95 5.2 The Service Committee shall direct the development of, and coordinate and distribute,  
96 service projects for the OCQG. The Service Committee shall report monthly at the general  
97 membership meeting and in the newsletter on project(s) status.

98 5.3 The Membership Committee shall compile a membership directory, maintain and amend it  
99 for accuracy, and make it available for the general membership.

100 The Membership Committee shall distribute yearly membership cards.

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

102 5.4 The Historian shall maintain documentation of OCQG activities. The history shall include,  
103 but not be limited to, pictures and newsletters.

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

105 5.5 The Newsletter Committee duties shall be to gather and organize news and advertising for  
106 the newsletter and to have the newsletter printed and mailed on a monthly basis. An  
107 electronic format copy of the newsletter shall be delivered to the Web-mistress for  
108 publication on the website.

109 5.6 The Library Committee shall be responsible for cataloging and maintaining the current  
110 library collection, making the collection accessible to the members, and purchasing new  
111 books.

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

114 5.7 The Web-mistress shall maintain and be responsible for the OCQG website including, but not  
115 limited to, news, events and discussion(s) groups. The Web-mistress shall post the OCQG

116 monthly newsletter. The Web-mistress shall notify the general membership of newsletter  
117 posting and any meeting(s) cancellation(s) by mass e-mail.

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120 ARTICLE VI - Meetings and Elections

121 6.1 A General Membership meeting shall be held on the second Monday of the months  
122 September through July.

123 6.2 “Special meetings” of the general membership may be called by the Board or upon written  
124 request of any ten general members. Notice of a special meeting shall state the purpose and  
125 be given seven days prior to the meeting.

126 6.3 A majority of the General Membership present at any monthly (regular or rescheduled)  
127 meeting or any specially called General Membership meeting may decide any matter coming  
128 before the membership.

129 6.4 A proposed slate for the Board of the OCQG and standing committees shall be published in  
130 the June OCQG monthly newsletter and shall be presented to the general membership at the  
131 June meeting.

132 6.5 The election of the Board shall be held at the June meeting. A listing of the elected Board  
133 and committee members shall be published in the July newsletter.

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135 ARTICLE VII - Dissolution

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137 7.1 Dissolution shall be by a majority of the current general membership.

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139 7.2 Upon dissolution of the Corporation, the Board shall, after paying or making provisions for  
140 the payment of all liabilities of the corporation, dispose of all the assets of the corporation  
141 exclusively for the purpose of the corporation in such manner, or to such organization(s)  
142 operated exclusively for charitable, educational, religious, or scientific purposes as shall at  
143 the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal  
144 Revenue Code of 1986 (or corresponding provision of any future United States Internal  
145 Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be  
146 disposed of by the Court of Common Pleas of the county in which the principal office of the  
147 corporation is then located, exclusively for such purposes or to such organization(s), as said  
148 court shall determine, which are operated exclusively for such purposes.

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150 ARTICLE VIII - Membership

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152 8.1 Membership shall be open to any person.

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154 8.2 Each member shall have one vote and there shall be no proxy voting.

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156 8.3 The annual membership dues shall be payable commencing September of each year. Any  
157 member who has failed to pay dues by November 1 shall be dropped from the membership.

158 Any change in dues shall be determined by a vote of the membership.

159 8.4 Dues to be paid shall be collected as follows:

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

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

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

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167 ARTICLE IX - General

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169 9.1 This Corporation shall not have any stock, nor pay any dividends, nor shall it have a seal.

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171 9.2 The Corporation shall have a fiscal year as may be adopted by the Board, and the books shall  
172 be subject to such audit as the board determines.

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174 9.3 These by-laws may be amended at any Board meeting by a majority of the Board.