

BYLAWS of OLD CAPITOL QUILTERS GUILD, INC.

Revised April 2024

ARTICLE I Purpose

- a 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.
- b 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 & Agent

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

ARTICLE III Board of Directors

- 3.1
 - a The OCQG shall be governed by a Board of Directors, hereafter referred to as the Board.
 - b The voting members of the Board shall be President, Secretary, Treasurer, and a representative from each standing committee (Article V). The Past President and Vice-Treasurer shall be a nonvoting member.
 - c The Board shall include all committee members and serve a term of one year unless in a multi-year position.
 - d A representative from each standing committee shall be chosen by the committee members to serve on the Board as a voting member.
 - e Members of the Board must be members in good standing of OCQG.
- 3.2
 - a An annual meeting of the Board shall be held in August.
 - b This meeting shall be attended by both the exiting Board and the newly elected Board.
 - c The exiting Board shall be present to act in an advisory capacity and assist in the transfer of duties.
- 3.3
 - a A majority of the Board shall constitute a quorum for the transaction of business.
 - b A simple majority of the quorum may decide any issue.
- 3.4
 - a Special Meetings of the Board may be called by the President or by one-third of the members of the Board.
 - b Each Board member shall be notified of a Special Meeting by the President or by a designee of the members calling for the meeting.
 - c 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.
 - d The notice must include the purpose for the Special Meeting.
 - e A quorum must be ensured.
- 3.5 Members of the Board shall receive no compensation.
- 3.6 Members of the Board and committees shall be indemnified to the full extent permitted by Law
- 3.7 Any officer can be removed by an affirmative vote of the majority of the entire Board of Directors.
- 3.8 Any vacancy on the Board of Directors shall be filled by Presidential appointment. The appointed member shall complete the remainder of the current term.

ARTICLE IV Officers & Duties

- President
 - 4.1
 - a The President shall preside over all Board and General Membership meetings.
 - b The President shall chair the Finance Committee.
 - c The President may write articles for publication in the newsletter.
 - d The President shall call cancellation of General Membership meetings due to weather or other circumstances and arrange for notification of the membership via the Technology Committee.
 - e The President shall monitor and delegate as necessary. The President shall have the power to create ad hoc committees as necessary for the welfare of OCQG, including but not limited to a Quilt Show Committee and By-Laws Review Committee.
 - f The Presidency may be held by two guild members concurrently, with duties shared and divided to fulfill all Presidential responsibilities.
 - g The position of President shall be allotted one vote on the Board of Directors.
- Secretary
 - 4.2
 - a The Secretary shall keep minutes of the Board and General Membership meetings.
 - b The Secretary shall provide minutes for publication and archival purposes to the Technology Committee.
 - c The Secretary shall also provide minutes for publication by email to the President(s).
 - d The position of Secretary shall be allotted one vote on the Board of Directors.
- Treasurer
 - 4.3
 - a The Offices of Vice-Treasurer and Treasurer are combined to define a 2 year term; the first year serving as Vice-Treasurer, the second as Treasurer.
 - b The Treasurer shall train the Vice Treasurer during their second year in office.
 - c The Treasurer shall sign checks and disburse funds for all OCQG transactions.

- d The Vice-Treasurer shall sign checks and disburse funds when the Treasurer is unavailable. The former Treasurer shall sign checks and disburse funds in the event that the Treasurer and Vice-Treasurer are unavailable.
- e The Treasurer shall receive, deposit and record all guild transactions including, but not limited to, membership dues, workshop fees, donations and advertising income.
- f The Treasurer shall maintain records of revenues and expenditures including, but not limited to, receipts, ledgers, and contracts.
- g The Treasurer shall compile an annual report of finances and a proposed budget for the upcoming year.
- h These reports shall be presented at the August Board Meeting for discussion, amendment and approval.
- i The Treasurer shall prepare two financial reports per year for publication in the newsletter. (1) The past year's final financial report and a current year's budget shall be published in the September newsletter. (2) A midyear comparison report of the current year's budget to current financial data shall be published in the March newsletter.
- j The Treasurer shall file and maintain appropriate paperwork to keep the nonprofit incorporation status active and current in accordance with the Internal Revenue Service and the State of Iowa
- k The Treasurer shall obtain the charitable gambling license as required by the State of Iowa when needed for raffle quilt ticket sales.
- l The Treasurer shall provide all records for inspection and review as requested by the Finance Committee's Fiscal Review Process.

ARTICLE V Standing Committees

- Program
 - 5.1 a The Program Committee shall be responsible for the monthly General Meeting programs and additional workshops.
 - b Duties include but are not limited to arranging and contracting with speakers, venue arrangements, speaker/teacher travel arrangements, accommodations, and preparation of promotional materials for guild newsletter, website, and other social media.
 - c The Program Committee shall collect workshop fees for remittance to the Treasurer.
 - d The Program Committee shall obtain payment from the Treasurer for speakers/teachers.
- Service
 - 5.2 a The Service Committee shall facilitate the creation of service (donation) quilts and other items and the distribution of those items primarily within Johnson County.
 - b The Service Committee shall coordinate the annual Service Sew-In meeting.
 - c The Service Committee shall report monthly at the General Membership meeting and in the newsletter on project(s) status.
- Membership
 - 5.3 a The Membership Committee shall create and maintain membership rolls of the OCQG.
 - b The Membership Committee shall create and submit the membership form to the Newsletter Committee for printing in the September and October newsletters.
 - c The Membership Committee shall collect membership dues for remittance to the Treasurer.
 - d The Membership Committee shall create and distribute a membership directory, and maintain it for accuracy.
 - e The Membership Committee shall provide appropriate lists to the Newsletter and Technology Committees to facilitate regular distribution of the newsletter and other guild-related information.
- History
 - 5.4 a The History Committee shall maintain documentation of OCQG activities, including but not limited to photographs of speakers, "Show and Tell," OCQG special events, newspaper clippings, and other media references.
 - b The History Committee shall coordinate with the Technology Committee for distribution of documentation to the OCQG website and social media, and for long-term archival preservation.
- Newsletter
 - 5.5 a The Newsletter Committee shall be responsible for creation of the newsletter.
 - b The Newsletter Committee shall solicit advertising, compile news and other items, and format the newsletter.
 - c The Newsletter Committee shall arrange for printing and distribution of the newsletter.
 - d The Newsletter Committee shall provide an electronic copy of the newsletter to the Technology Committee for publication on the website
- Library
 - 5.6 a The Library Committee shall be responsible for cataloging and maintaining the current library collection, making the collection accessible to the members, and purchasing new books.
 - b The Library Committee shall conduct an inventory of library materials at least annually and coordinate with the Technology Committee to publish the inventory on the website.
- Technology
 - 5.7 a The Technology Committee shall maintain and be responsible for the OCQG website including, but not limited to, news, events, and discussion(s) groups.
 - b The Technology Committee shall post the OCQG monthly newsletter.
 - c The Technology Committee shall notify the General Membership of newsletter posting and any meeting(s) cancellation(s) by mass e-mail.
 - d The Technology Committee shall notify the General Membership of Special Meetings of the General Membership, as described in Section 6.2.
 - e The Technology Committee shall support the guild and other committees in technology management as needed.
- Finance
 - 5.8 a The Finance Committee shall be responsible for managing fiscal responsibilities associated with OCQG operations.
 - b The Finance Committee shall be chaired by the President and shall include the Treasurer and the Vice-Treasurer as members.
 - c The Finance Committee shall create and document policies and procedures for the office of Treasurer, Vice Treasurer and committee functions.
 - d The Finance Committee shall conduct annual fiscal audits of the guild's financial records. Annual audits shall follow a standard procedure developed by the committee.

ARTICLE VI Meetings and Elections

- 6.1 A General Membership meeting shall be held on the second Monday of the months September through July.
- 6.2 a Special Meetings of the General Membership may be called by the Board or upon written request of any ten general members.
- b Notice of a Special Meeting shall state the purpose and be given at least seven days prior to the meeting.

- c A member of the Board or a representative of the General Membership shall coordinate with the Technology Committee to serve notice of the Special Meeting to the General Membership.
- 6.3 A majority of the General Membership present at any monthly (regular or rescheduled) meeting or any specially called General Membership meeting may decide any matter coming before the membership.
- 6.4 A proposed slate for the Board of the OCQG and standing committees shall be published in the June OCQG monthly newsletter and shall be presented to the General Membership at the June meeting.
- 6.5 a The election of the Board shall be held at the June meeting.
- b A listing of the elected Board and committee members shall be published in the July newsletter.

ARTICLE VII Dissolution

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

ARTICLE VIII Membership

- 8.1 Membership shall be open to any person.
- 8.2 Each member shall have one vote and there shall be no proxy voting.
- 8.3 a The annual membership dues shall be payable commencing September of each year.
- b Any member who has failed to pay dues by November 1 shall be dropped from the membership.
- c Any change in dues shall be determined by a vote of the General Membership.
- 8.4 Dues to be paid shall be collected as follows:
 - a Prior and current renewal members shall be assessed full yearly dues.
 - b A guest is welcome for two General Membership meetings; after that the guest must become a dues-paying General Member of OCQG.
 - c New General Members shall pay full dues, unless they are joining after February 1 of the current year. The dues for new General Members after February 1 shall be half of the current yearly dues.

ARTICLE IX General

- 9.1 This Corporation shall not have any stock, nor pay any dividends, nor shall it have a seal.
- 9.2 The Corporation shall have a fiscal year beginning on September 1st and ending on August 31st.
- 9.3 Financial reviews will be conducted as defined in Article V.
- 9.4 These bylaws may be amended at any Board meeting by a majority of the Board.