

SUNCOAST QUILTING CIRCLE, INC.
BYLAWS
(Adopted September 23, 2020)

I. NAME:

Suncoast Quilting Circle, Inc. (SQC)

II. PURPOSE:

A. To preserve and promote the art of quilt making, stimulate interest through educating members and the public, and engage in projects for the community where needed and appropriate.

III. MEMBERSHIPS:

A. The membership shall be composed of those dues-paying members interested in all forms of quilts and quilting. We are a non-discriminatory organization.

IV. OFFICERS AND BOARD:

A. The Board shall consist of the following elected officers: President, Vice President, Vice President of Programming, Vice President of Membership, Vice President of Night Group, Secretary, Treasurer, and the Immediate past President, and no more than three at large members. They shall serve a one-year term with a maximum of a two-year consecutive term, with any exceptions by special election of the membership. In the event the President is unable to continue, the Vice President will automatically assume the presidency. In the event of the resignation of an officer, the President and the Board shall appoint a replacement for the remaining term with the consent of the membership.

B. The Board shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

V. DUTIES OF THE OFFICERS:

A. The business affairs of the Guild shall be managed by the Board.

B. The President shall preside at all meetings and appoint standing and special committee chairs. The President shall call a Board meeting no less than 2 times a year.

C. The Vice President shall assume all duties of the President in the absence of the President.

D. The Vice President of Programming shall be responsible for scheduling meeting programs and speakers.

E. The Vice President of Membership shall be responsible for enrolling new members, the membership directory, and keeping an accurate record of all members. F. The Vice President of the Night Group shall provide leadership and organization for the night group and be the liaison with the day group.

F. The Secretary shall record the minutes of all Board and business meetings and distribute as required.

G. The Treasurer shall receive all monies payable to the club, maintain the bank accounts, pay bills and file all necessary federal and state reports. Further the treasurer shall prepare an annual budget for consideration by the Board, and report as to the status of the Guild's financial accounts as requested by the Board. Any special projects treasurer(s) appointed by the board shall report directly to the Guild Treasurer.

H. The at-large member(s) shall provide additional representation for the members and other duties as assigned.

VI. MEETINGS:

A. Regular meetings are held on a regular basis but no less than quarterly. A business meeting of the membership will be held at least once a year, or as scheduled by the board. Name tags are encouraged to be worn at all meetings. Preschool children and pets are not permitted at meetings or workshops.

B. Any meeting of the Guild may be conducted by conference telephone, electronic video screen communication, or other communications equipment. Any attendance of a meeting through electronic means constitutes presence at that meeting.

VII. DUES:

A. The dues shall be determined by the Board of Directors by majority vote and collected annually. Dues are due by the first regularly scheduled meeting of each calendar year. Any person joining after July 1 shall pay one half of the annual membership fee. The fiscal year is January 1 to December 31.

VIII. ELECTIONS:

A. A nomination committee will be appointed by the President. The Committee shall seek out qualified candidates for the officers and board positions. All candidates must be aware of and agree to the responsibilities of board membership. A slate of proposed new board members shall be presented to the membership and voted on in accordance with the election calendar in the Policies and Procedures.

B. New officers will be announced and will take up their duties January 1. The Board shall call special election(s) as needed.

IX. LIMITATIONS OF ACTIVITIES:

A. Club activities shall not involve the preparation or dissemination of propaganda, attempts to influence legislation or the support of any political or religious viewpoint. No part of the monies of the club shall accrue to the benefit of any member or office. Any expenditure not in the Board approved budget over an amount specified in the Policies and Procedures must be brought to the board for approval.

B. The treasurer's books will be audited annually in accordance with the procedure set forth in the Policies and Procedures.

X. AMENDMENTS:

A. Amendments to the bylaws shall be by majority vote of the members present at a business meeting, provided written notice of proposed amendment(s) has been furnished to all members at least one week prior to said meeting.

XI. PROJECTS:

A. Any special project must be presented to the board with a proposed budget for consideration by the Board.

B. A Treasurer of Special Projects may be appointed by the Board as necessary who would have oversight of any special bank account for that purpose. Said Treasurer would maintain that account during the project duration with control of the account reverting to the Guild Treasurer at the conclusion of the project.

XII. CORPORATE RECORDS

A. The corporation shall keep at a location specified in the Policies and Procedures:

- (1) minutes of the Board of Directors and general business meetings of the membership.
- (2) adequate and correct books of accounting including business transactions, assets, liabilities, receipts, disbursements, and federal and state tax records.
- (3) Policies and Procedures Handbook.

B. The Policies and Procedures Handbook is a document of the Board establishing policy, procedure, and direction on specific topics and issues, along with procedures and standards for compliance.

XIII. EXECUTION OF CONTRACTS/INSTRUMENTS

A. The Board may, by resolution authorize any officer or agent of the corporation to enter into any contract in the name of and on behalf of the corporation. Unless so authorized, no officer or agent shall have any power of authority to bind the corporation by any contract or to render it liable monetarily for any purpose, other than that which is required to implement projects and services as approved in the annual budget, with a limit as specified in the Policies and Procedures.

XIV. SIGNATORIES ON CHECKS

A. Except as otherwise specifically determined by resolution by the Board, all checks shall be signed by two members, as authorized by the Board and the bank of record.

XV. DISTRIBUTION OF ASSETS AT DISSOLUTION:

A. Should the club be dissolved any monies or property then owned will be given to a charitable or educational organization as the general board shall elect.

XIII. PARLIAMENTARY AUTHORITY:

A. Any point not covered by these bylaws will be ascertained from Roberts Rule of Order Revised, which is hereby designated as the parliamentary authority of the Club.

Revised and adopted: November 2015

Revised and adopted: September 23,2020