

**By-Laws of
The Blue Triangle Quilt Guild of
Houston, Texas**

ARTICLE I – NAME

The name of this organization shall be The Blue Triangle Quilt Guild of Houston, Texas, hereinafter referred to as the Guild or BTQG. The logo of the Guild will be the triangle with patches of fabric enclosed in it. Guild colors are blue and white.

ARTICLE II- PURPOSE

Section 1. The Guild was registered as a 501(c)(3) nonprofit organization on April 23, 2018. The Guild was organized and will be operated within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. The purpose of the Guild shall be:

To promote fellowship among quilters;

To preserve African American quilting heritage and traditions;

To foster an appreciation of fine design, creativity and self-expression, and keep alive the art by teaching youth, educating its members and exhibiting our quilts as a timeless art.

Section 3. The Guild welcomes all interested quilters. No discrimination shall be made with regard to ethnicity, color, national origin, religion, age, gender or physical ability.

ARTICLE III – OFFICES

The principle office and all the records of the Guild in the city of Houston and surrounding communities in the State of Texas shall be located at the current President's residence. The Guild will maintain a PO Box mailing address within the state of Texas.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Powers. The affairs of the Guild shall be managed by its Board of Directors. All members of the Board will conduct Board business in the best interest of the entire Guild membership. It is the duty of the Board to keep the membership informed of both current and proposed activities and expenditures.

The Board will determine a date and time to review bylaws and all current policies annually.

The Board of Directors shall consist of the current Guild officers and committee chairs as hereinafter provided.

Section 2. The Board of Directors is responsible for ensuring form 990EZ is filed with the IRS by May 15 each year.

Section 3. Quorum. A majority (that is, more than half) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority of the Directors are present, a majority of the Directors present may continue with all non-voting items.

Section 4. Board of Director meetings. The Board of Directors shall have a minimum of three (3) meetings each year. There shall be an annual meeting of the Board of Directors preceding the annual meeting of the members.

Section 5. The President may call a special meeting of the Board as needed or by request from other Board members. These meetings may be held via telephone, internet or in person, with members being notified at least three (3) days prior to said meeting. The business to be transacted and/or the purpose of such meetings of the Board of Directors must be specified in the notice.

ARTICLE V. BOOKS AND RECORDS

The Guild shall keep correct and complete books and records of accounts and shall also keep minutes of the meetings of its Board of Directors, and any meetings of the membership.

ARTICLE VI

Section 1.

- (a) Membership in the guild is open to anyone interested in the art of quilting.
- (b) Each new member will receive a membership card, copy of the current by-laws, a membership directory, and membership information about the Blue Triangle Multicultural Center (hereinafter referred to as BTMC).
- (c) Each member will be encouraged to sell or purchase ten (10) or more Opportunity Quilt tickets per year.
- (d) Each member is encouraged to make at least two (2) charity quilts each year.
- (e) The membership roster will be updated each year by the Secretary, and it shall be published and distributed no later than the February meeting and updated as needed.
- (f) The membership roster is for guild use only. Under no circumstance is the guild roster to be used for solicitation purposes, either personal or business.

Section 2.

- (a) Only Guild members who are financially current may participate in guild funded activities
- (b) Only members who are current with their dues may vote on Guild business.
- (c) Dues must be paid by January 31. After January 31, members will be assessed a late fee of \$10.
- (d) In addition, new members joining after January will have the same privilege of voting when their dues are paid. A new member is someone joining the guild for the first time.

Section 3. The fiscal year of the Guild shall be from January 1 ó December 31.

Section 4. (a) Dues may be subject to change upon recommendation by the Board and majority vote of the financial members. New members are required to pay their dues in full upon joining the guild. Dues will not be prorated.

ARTICLE VII – MEETINGS - RECOMMENDATION FROM BOARD OF DIRECTORS

Section 1. Regular meetings of the Guild will be held the fourth Saturday of every month from 9:00 am ó 2:00 pm time and place to be determined by the Board of Directors. Guild meetings for October, November and December will be held on the third Saturday, unless otherwise voted on by members.

Section 2. 40% of the members entitled to vote at a general meeting shall constitute a quorum for voting purposes. If at any meeting of the members there is less than a quorum present for voting purposes, the business meeting will be on recess until a quorum is obtained.

Section 3. Members have the right to attend any board, committee or regular meeting of the guild.

ARTICLE VIII – ELECTION AND VOTING

Section 1. Elections for officers shall be held every two years. Elections shall be by secret ballot in person or absentee ballot by US mail. Any member who receives a majority of all valid votes cast shall be declared elected.

Section 2. Each term of office shall be voted on every two years. The Nominating Committee shall present the slate of officers. Voting shall take place in September, turnover and information exchange between current and new officers shall take place before the end of December and new officers shall take office in January. All prospective officers must be current on Guild financial obligations in order to be on the slate for election. Prospective officers must have participated in at least one of the Guild voted on community service projects per fiscal year. Further in order to maintain their office, that person must remain in good financial status with the Guild.

Section 3. The Nominating Committee will consist of five (5) members elected by the membership in July of the voting year.

- (a) After the Committee has been elected, they will select a chair from the persons elected.
- (b) The Committee will compose a slate of officers and contact the perspective nominee/s to ascertain their willingness to accept the nomination and duties of the prospective office. Members may contact the committee if they would like to run for an office.
- (c) The Committee will present the slate of officers at the August meeting to the membership and open the floor for additional nominations, provided the nominee has agreed to serve in that capacity, to compose the voting ballot for the September meeting.
- (d) The slate of candidates will be published in the next newsletter.
- (e) Members unable to attend the September meeting may request an absentee ballot from the Nominating Committee.
- (f) After the ballot has been composed, and votes cast, the process will then be turned over to the Tellerø Committee to complete the voting process at the September meeting (see Tellerø Committee Section 4). The absentee ballots will be turned over to the Tellerø Committee.
- (g) Members of the Nominating Committee shall not be barred from becoming officers themselves.

Section 4. The Tellerø Committee shall consist of three (3) members appointed by the President. The duty of the committee shall be:

- (a) Collect and count the ballots.
- (b) Declare the election valid
- (c) The President will report the outcome of the election.
- (d) Ballots to be destroyed by the Tellerø Committee after voting deemed final.

ARTICLE IX- OFFICERS AND DUTIES

Section 1. Officers may serve no more than three (3) consecutive terms in the same office unless the specific position cannot be filled by someone else at the end of the three (3) consecutive terms.

Section 2. The **President** shall set the agenda and conduct all business meetings for the Guild and the Board of Directors, be responsible for appointing all committee chairs and show and share coordinator, prepare the year-end review, monthly newsletter and oversees all contracts required for Guild business including community projects. Special meetings may be called by the President.

Section 3. The **Vice-President** will be responsible for all duties in the absence of the president. This person will assist with the administrative duties of the position and will assume the functions of the President if this office is vacated. The Vice-President can sign contracts required for guild business including community projects. The Vice-President will also oversee the Gift-In-Kind and Cash Donation processes. The Vice-President shall perform all duties incident to the office of the vice-president and other such duties assigned by the president or Board of Directors.

Section 4. The **Vice President, Programs** will be responsible for coordinating Guild projects, securing speakers (when desired) and internal and external public relations. The VP, Programs shall Chair the Public Relations Committee.

Section 5. The **Secretary** shall be the custodian of records and correspondence of the guild and the board, recording of minutes during the general and board meetings, correction of the minutes, and the transmittal of the minutes to the web master for posting. The secretary shall be provided with and maintain copies of all legal contracts concerning the guild. If the secretary is unable to attend a general or board meeting, she may recommend to the President another board member to record the minutes. The secretary shall perform all duties incident to the office of the secretary and other such duties assigned by the president or Board of Directors.

Section 6. The **Treasurer** is the custodian of the guild's funds. The Treasurer shall be responsible for receiving, disbursing and maintaining all monetary funds of the guild, the monthly balancing of the checkbook, shall work with the Finance Committee to bring forth a budget for the guild. The treasurer shall adhere to all audit guidelines, prepare the financial copy of the budget for distribution to the membership, present a brief summary of income and expenses, writes checks for all guild expenses upon receipt or voucher, make timely deposits to the banking institutions, pay all bills having to do with the functioning of the guild. The Treasurer should also file any required governmental forms, filing the nonprofit corporation annual report, paying franchise tax if required and the IRS 990PF. If filing by mail, the reports should be sent via certified mail with return receipt requested. The treasurer shall perform all duties incident to the office of the treasurer and other such duties assigned by the president or Board of Directors.

Section 7. The **Parliamentarian** shall oversee the Guild elections and assure that all meetings are run according to Guild By-Laws, Standing Rules and Procedures and Robert's Rules of Order (Newly Revised). The Parliamentarian will consult with the Treasurer and will notify the President when a quorum (40%) is present.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE X- STANDING COMMITTEES

Section 1. Retreat Committee will be responsible for coordinating the retreat. This may include but not be limited to contacting quilt shops to secure discounts, planning for a project or demonstration, securing door prizes, communication with the retreat facility (as needed), and scouting out potential retreat locations (as needed). The Committee may have other duties, as necessary, to insure a successful retreat.

Section 2. Public Relations Committee will be responsible for special projects. This may be community based, or commission work for the guild.

Section 3. Opportunity Quilt Committee will be responsible for designing the quilt which may be used as fundraisers for the BTMC and/or the Blue Triangle Quilt Guild. This committee will be responsible for the total completion of these projects, coordination of selling tickets and maintaining a written record of funds.

Section 4. Membership Committee will be responsible for the distribution of membership bags to new members. Included in the bag will be a letter of welcome, membership directory, a copy of the current By-Laws, and membership information about the BTMC. The committee also distributes the membership cards to members.

Section 5. Hospitality Committee will be responsible for sending courtesies to guild members for birthdays, death, sickness, hospitalization and any situation occurring to them or their immediate family. Immediate family is defined as a spouse, significant other, parent or child/ren. Guild members must notify the committee of significant events. In addition, the committee is responsible for planning the Christmas (Quiltmas) luncheon/party.

Section 6. Photo/Historian Committee shall take pictures of the Guild meetings and send them to the Web Master for internet use, documentation of events to continue the legacy of the guild, keep and gather all archival items from the guild history, and maintain a scrapbook for the guild.

Section 7. Audit Committee shall inspect the financial records of the Guild, as determined by the Board of Directors, annually with a financial examination being performed in January for the prior fiscal year and at any other time there is a change in the office of Treasurer. The results of the examination are to be reported to the Board of Directors. The Audit Committee shall select an outside professional to review statements and procedures annually. The Treasurer shall provide materials to the Audit Committee and be present as required. If there is no Audit Committee Chair, the financial records of the Guild shall be audited by two members in good standing, appointed by the Board of Directors, neither of whom is an elected officer.

Section 8. Librarian/Book Committee shall be responsible for cataloging and checking out books to Guild members.

Section 9. Web Master Committee shall be responsible for setting up, maintaining and updating the Guild's Website. All information submitted to the web master must be on a flash drive or via e-mail.

Section 10. Finance Committee shall be responsible for setting up the budget meeting and reviewing/submitting committee budget request.

Section 11. Community Service Committee shall be responsible for facilitating members' participation in assembly and distribution of projects to various charitable organizations. Shall coordinate community outreach, education and service projects. Shall also maintain records of members' community service work.

ARTICLE XI – COMMUNITY SERVICE

The guild shall conduct a minimum of two (2) community service activities per fiscal year with expected participation from members.

ARTICLE XII- AMENDMENT

Section 1. Proposed changes to the Guild's Bylaws shall be presented for Board discussion and approval prior to submission to the membership for voting.

Section 2. Proposed changes to the Bylaws shall be published in the two newsletters immediately prior to the regular or special meeting at which the vote is taken.

Section 3. Discussion of proposed changes to the Bylaws, by the general membership, shall be allowed at two regular meetings before the vote is taken.

Section 4. The Bylaws of the Guild may be amended by a majority vote of guild members present at a regular or special meeting if a quorum (40%) is present.

ARTICLE XIII – DISSOLUTION

In the event of the dissolution of the organization known as The Blue Triangle Quilt Guild of Houston, Texas, the Board of Directors, after paying or making provision for the payment of all the liabilities of the association, shall dispose of assets of the Association, with input from the general membership, to another non-profit, charitable, educational organization, or African American Museum, provided such organization or organizations qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and which is organized and operated for such purposes.

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