

Narragansett Bay Quilters' Association
Bylaws

Revised May 19, 2011

ARTICLE I NAME

The name of the Corporation, which is a nonprofit corporation, organized and existing under the laws of the State of Rhode Island, is "Narragansett Bay Quilters' Association."

ARTICLE II PURPOSE

The purpose of the Corporation is to perpetuate the art of quilting and to provide an opportunity for the learning and sharing of ideas.

ARTICLE II PRINCIPAL OFFICE

The location of the principal office of the Corporation shall be in the State of Rhode Island.

ARTICLE IV MEMBERSHIP

Section 1: The membership of this corporation shall consist of the individuals who shall pay annual dues and fulfill other duties as required by the Bylaws. The maximum number of members may be set by the Executive Board.

Section 2: The Corporation shall keep a membership book containing the name and address of each member, and in any case where membership has been terminated, such fact shall be recorded in the book listing the date on which the membership ceased.

Section 3: Cards of membership shall be issued to the members of the Corporation. Expressed on the face of the card shall be the member's name, expiration date of membership, a statement that the Corporation is not one for profit, and shall be signed by the Corporation's Membership Chairperson.

Section 4: Each member shall be entitled to one vote at meetings of the Corporation and may vote or act at such meetings by proxy duty authorized in writing.

Membership may not be transferred and members shall have no property rights in the property of the Corporation.

Section 5: Dues shall be payable to the Treasurer no later than June 1 of each fiscal year at an amount set by the Executive Board. Members who do not pay by that date shall be removed from the membership roll.

Section 6: The presence in person or by proxy of thirty-three and one-third (33 1/3) percent of the membership shall constitute a quorum for the transaction of business.

ARTICLE V MEETINGS

Section 1: All meetings of the Corporation shall be held in Rhode Island.

Section 2: The annual meeting of the meetings shall be held in May for the purpose of election of officers and standing committee chairperson, annual financial report, and general review.

Section 3: Special meetings of the members may be called at any time by the President or the Executive Board by stating the time, place and purpose of the meeting.

Section 4: Regular meetings of the members shall be held monthly from September through May except when otherwise ordered by the President or the Executive Board.

Section 5: Notice of the time and place of the monthly meetings of the members shall be published in the program issued in September of each year to the members. Changes will be announced in the current newsletter.

ARTICLE VI OFFICERS AND DUTIES

Section 1: The officers of the Corporation shall be as follows: A President, a Vice President, a Secretary and a Treasurer. An officer may hold only one office at a time. An officer must be a member. Officers must attend regular membership meetings unless excused by the President prior to the day of the meeting.

Section 2: The President of the Corporation shall, within not less than thirty (30) days prior to the date of the annual meeting of the members, appoint a nominating committee consisting of not less than three (3) members from the membership-at-large. This committee shall, at the annual meeting of the members, present the slate of qualified

candidates for the Executive Board (officers and standing committee chairpersons), with the exception of the Quilt Show Chairperson(s) and New England Quilt Museum Representative, who are willing to serve if elected. Additional nominations may be made at the annual meeting of the membership in May.

Section 3: The officers of the Corporation shall be elected by the members at the annual meeting of the Corporation and each shall hold his/her office for the term of one (1) year until his/her successor shall be elected and qualify, unless prior thereto the term of such officer shall have been ended by death, resignation, removal or other disqualification. No officer shall serve more than two (2) consecutive terms of office.

Section 4: Any member of the Executive Board may be removed with cause by a majority vote of the entire Executive Board in office, at any regular meeting of the Executive Board or at a special meeting thereof called for that purpose. Any member of the Executive Board may resign at any time upon giving written notice of resignation to the Executive Board of the Corporation.

Section 5: A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled by the appointment of the President and approved by a quorum of the Executive Board.

Section 6: The President shall be the chief executive officer of the Corporation and shall, subject to the approval of the Executive Board, have general supervision, direction, and control of the Corporation. The President shall be an ex-officio member of all the standing committees and shall have the general powers and duties of management usually vested in the office of chairperson of the Corporation and shall have other powers and duties as may be prescribed by the Executive Board or the Bylaws. The President must be a member in good standing for a minimum of one full fiscal year.

Section 7: In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall be the raffle quilt coordinator in charge of all aspects of the raffle quilt(s) at the discretion of the President and /or the Executive Board. In the event of the failure of the President to continue in the office of President, the Executive Board shall have the discretion to appoint a member to serve in the capacity of raffle quilt coordinator. The Vice President

shall have such other powers and perform such other duties from time to time as may be prescribed for him/her by the officers or the Bylaws.

Section 8: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office, or such other place as the officers may order, of all the meetings of the Executive Board and members, with the times and place of holding whether regular or special, how authorized, the notice thereof given, the names of those officers present at the meetings, the number of members present and the proceeding thereof. The Secretary shall conduct the general correspondence of the Corporation.

Section 9: The Treasurer, either in person or through an assistant, shall receive receipt for and keep all monies, notes and other credits belonging to or coming to the Corporation, and shall keep regular full and true accounts of all receipts and disbursements and shall make detailed reports thereof to the Executive Board and the President whenever called for. The Treasurer shall perform such other duties in connection with the administration as the Executive Board and/or President shall assign. All monies of the Corporation shall be kept in such banks or other depository as the Executive Board from time to time may direct or approve. The Executive Board shall require the Treasurer to be bonded, with fees incurred to be paid by the Corporation treasury. The Treasurer must be a member in good standing for a minimum of one fiscal year. The outgoing Treasurer will turn over all records and papers of the Corporation on or before June 30 following the end of the fiscal year or his/her term of office. The outgoing Treasurer will give a detailed report of the financial status of the Corporation at the annual meeting in May of the year served. The incoming Treasurer will submit a proposed budget at the Executive Board meeting in September.

ARTICLE VII STANDING COMMITTEES AND DUTIES

Section 1: The standing committees of the Corporation shall be as follows:

Comfort Quilts; Hospitality; Membership; New England Quilt Museum Representative; Newsletter; Program; Quilt Show; and Special Events.

Section 2: The Hospitality chairperson shall, in person or through assistants, provide refreshments at the meetings.

Section 3: The Membership chairperson, either in person or through an assistant, shall keep accurate and current records of all paid members. The Membership chairperson will be the contact for potential new members. All membership forms, completed by potential new members, will be sent to the Membership chairperson. The Membership chairperson shall also be responsible for the collection of dues, said dues to be turned over to the Treasurer, and the preparation of membership cards and membership booklets which shall be distributed to the members.

Section 4: The Newsletter chairperson shall be responsible for editing and publishing a newsletter five (5) times a year: in September, November, January, March and May, said newsletter to be mailed to members prior to the regular meeting date for said months.

Section 5: The Program chairperson shall plan and coordinate the programs for meetings and workshops for the Corporation and will be responsible for arranging meeting places. He/she shall be responsible for equipment needed for speakers, supplies for workshops, and any other details related to programs.

Section 6: The Quilt Show chairperson shall form a committee whose purpose shall be, when cause arises, to organize and coordinate items for exhibition by the Corporation. This committee shall be considered inactive until such time as needed.

Section 7: The New England Quilt Museum Representative shall report to the Executive Board and at the regular monthly meetings of the members, information regarding upcoming New England Quilt Museum events.

Section 8: The Comfort Quilts Chairperson shall coordinate at least one charity quilt making event per year and serve as liaison for charity quilt distribution.

Section 9: The Special Events Chairperson shall plan and coordinate any special trips, shop hops etc.

Section 10: Co-chairpersons for each of the above standing committees, if necessary, will be assigned by the respective standing committee chairperson so elected.

ARTICLE VIII KEY CONTRIBUTOR DUTIES

Section 1: Key Contributors perform specific functions for the corporation. Their duties may be intermittent.

Section 2: The Historian will record the history of the club through pictures, programs, audio, video media etc.

Section 3: The Librarian shall serve as the liaison to the NBQA Collection at the Cranston Public Library; may add to that collection as suggested by the Executive Board and membership; may purchase DVDs and other media, making contents readily available to members at monthly meetings.

Section 4: The Publicity chairperson shall prepare and distribute press releases for newsworthy events and shall disseminate quilt related information received from other sources.

Section 5: The Webmaster shall be responsible for posting information on the NQBA website and serving as liaison to the website designer and/or technician.

ARTICLE IX EXECUTIVE BOARD AND DUTIES

Section 1: The Executive Board will consist of all the officers stated in Article VI and the standing committee chairpersons and co-chairpersons, if applicable. In addition, the two previous Presidents will sit upon the Executive Board with full voting rights. Each officer and standing committee shall have only one vote.

Section 2: The duties of the Executive Board shall be to transact necessary business during the intervals between club meetings and such other business as may be referred to it by the membership; to approve the plans of the standing committees; to approve the committee appointments made by the President.

Section 3: The President shall be empowered to contact three (3) members of the Executive Board either by telephone or in person, to act upon emergency measures.

Section 4: Executive Board members will attend all Executive Board meetings unless excused by the President prior to the meeting. Three (3) unexcused absences will drop the Executive Board member from office automatically. A chairperson whose committee has inactive status will be excused from the above.

ARTICLE X MISCELLANEOUS

Section 1: All checks, drafts or other orders for the payment of money, notes or other evidences in indebtedness, issued in the name of or payable to the Corporation,

shall be signed or endorsed by two (2) signatures, that of the President, Vice President and/or Treasurer.

Section 2: The Executive Board from time to time may adopt such rules and regulations as it deems advisable not inconsistent with these Bylaws.

Section 3: The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 4: The fiscal year of the Corporation shall be June 1 to May 31.

ARTICLE XI AMENDMENT

Section 1: These Bylaws may be amended, or repealed, by a vote of two thirds of the members of the Corporation present at any regular meeting, provided that the amendment has been submitted in writing at least ten days previous to being acted upon, and a quorum of 33 1/3 percent of the membership is present in person or by proxy.

ARTICLE XII DISSOLUTION

Section 1: Upon dissolution of the Narragansett Bay Quilters' Association, the Executive Board shall dispose of all net assets of the association in such manner or to such organizations operated exclusively for charitable or educational purposes as shall qualify at the time as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. No funds shall inure to the benefit of any of the members of the Corporation.

A true copy.