

Newport News Quilt Guild,
Trading as The Peninsula Piecemakers Quilt Guild
CONSTITUTION, BY-LAWS, POLICIES and PROCEDURES
Last Revised: February 2021

Constitution

ARTICLE I - NAME

The official title of the organization shall be “The Peninsula Piecemakers Quilt Guild, also referred to as the PPQG, the Guild and commonly known as “Peninsula Piecemakers.”

ARTICLE II - PURPOSE

The purpose of the PENINSULA PIECEMAKERS QUILT GUILD shall be:

- a. To promote interest in the heritage and art of quilting;
- b. To promote companionship among fellow quilters;
- c. To promote the knowledge and understanding of the art of quilting through continuing education services for members;
- d. To present educational activities for the public through community activities;
- e. To sponsor and support charitable activities. (Natasha house, Riverside, etc.); and
- f. The Guild shall be and is a non-profit organization under the laws of the state of Virginia and within the meaning of Internal Revenue Code, section 501 (C)7...and/or Should we have a 501(c) 3 Tax-exempt organization designation? Requirements to be exempt as an Organization described in Section 501(c)(3) of the Internal Revenue Code. The Guild is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III – MEMBERSHIP ORGANIZATION OF THE GUILD

PPQG authorizes the formation of two (2) Chapters of the Guild to accommodate the schedules of its members. Each Chapter is authorized to appoint committees and solicit volunteers to plan and execute activities and programs for the Guild.

- a. Membership in this organization shall be open to any person (regardless of race or color, sexual orientation, religion, national origin, age, gender, marital status, or disability, who agrees to the purpose the Guild, submits Guild membership form, and pays dues) who is interested in the art of quilt-making;

- b. Individuals may participate in the PPQG through membership and by serving on the Executive Board as an Elected officer or on a Guild Committee. Entry to all general meetings will be available to all members at no extra cost;
- c. All members shall wear their nametags at all Guild meetings and events. A 50-cent charge will be assessed if not wearing your nametag;
- d. A membership roster will be given to members with the understanding that the roster will not be used for commercial gain or fraudulent purposes and as updated (when possible);
- e. Members in good standing shall have Voting rights in the Guild officer elections, polls and the changing or updating of the Constitution, Bylaws and Policy and Procedures;
- f. Guests may come to a meeting once and after that they will be expected to join the Guild as a Member. Guests may not vote in Guild officer elections, polls or Guild business and are not eligible to participate in PPQG-sponsored activities; however, if space permits, guests may register for special events at a cost determined by the Guild officers;
- g. Children between the age of 12 and 18 may join at three-fourths (3/4ths) of the current dues rate AND must be accompanied at all Guild functions by a responsible adult who is a paying member. No child under the age of 12 shall attend any Guild meetings; and,
- h. Dispensation of Earnings – No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organizations shall be authorized and empowered to pay reasonable compensation for services

ARTICLE IV - DISSOLUTION

The Guild shall be dissolved upon approval by more than two-thirds of all the votes cast on the proposal to dissolve at a meeting of the members at which a quorum is present. Notice of such a meeting must be given not less than twenty-five (25) or more than 60 days before such meeting.

Upon dissolution of The Peninsula Piecemakers Quilt Guild, the Executive Board shall dispose of all assets of the Guild in such manner to such organizations operated exclusively for charitable or educational purpose as shall qualify at the time as exempt organizations under guidelines of the Internal Revenue Code.

BYLAWS

ARTICLE I – EXECUTIVE AND CHAPTER BOARDS

1. THE EXECUTIVE BOARD

- a. Elected officers manage the financial and business of the Guild;
- b. Executive Board shall be composed of the President, Vice-President, Secretary, Treasurer and Chapter Coordinators, Secretaries and Treasurers (Day, Night and Executive);
- c. The Executive Board shall conduct the routine business of the Guild;
- d. Members of the Executive Board shall act only in an official capacity and shall not take any action or assume responsibility as individuals;
- e. The Executive Board shall meet on the call of the President or on call of any two (2) officers;
- f. Guests are welcome to attend one (1) meeting free and are expected to pay dues by second (2nd) meeting; and
- g. The Executive Board shall make an annual report to the membership at the May meeting. Written recommendations and report from each officer/committee chairman shall be filed with the Executive Secretary summarizing the year's activities.

2. THE CHAPTER BOARDS

- a. Each Chapter Board shall be composed of Coordinator, Secretary, Treasurer and such committee chairpersons as deemed necessary by the Chapter Coordinator;
- b. The Chapter Board shall conduct the routine business of the Chapter; and Members of the Chapter Board shall act only in an official capacity and shall not take any action or assume responsibility as individuals; and,
- c. The Chapter Board shall meet on the call of the Chapter Coordinator or on call of any two (2) Chapter officers.

ARTICLE II - DUTIES OF OFFICERS

1. PRESIDENT

- a. The President shall preside at all meetings of the Executive Board and sets the agenda for each meeting;
- b. Shall be an ex-officio member of and appoint all Guild Standing Committees; Chairpersons and other positions as required with the approval of the Executive Board;
 - a. Shall cast a second vote to break a tie;
 - b. Shall be on the bank signature card for the Executive and Chapter accounts;
 - c. Shall be on the bank signature Resolution card; and,
 - d. Will coordinate with Executive Treasurer in handling the Credit Card information.

2. VICE PRESIDENT

- a. The Vice president shall assume duties of the president in her/his absence;
- b. Will serve as coordinator advisor for special Guild events (i.e., Symposium and Quilt Show);
- c. Is the coordinator of Oversees the Guild and Chapter program committees;
- d. Shall be on the bank signature card for the Executive account;
- e. In case of the President's resignation, VP will automatically assume the office of the President; and,
- f. When needed, the Vice President will coordinate with Executive Treasurer in handling the Credit Card information.

3. EXECUTIVE SECRETARY

- a. The Executive Secretary will keep accurate record of proceedings and attendance of all Executive Board meetings;
- b. Handles all correspondence not connected with Chapters;
- c. Shall send to Web Manager for posting on the website; and,
- d. All records, except those specifically assigned to others, are in the Executive Secretary's custody.

4. EXECUTIVE TREASURER

- a. The Executive Treasurer keeps accurate financial records and disbursements and serves as custodian of all Guild funds;
- b. Makes payments in accordance with the budget. Expenses not provided for in the budget are paid upon order of the Executive Board;
- c. Presents a written report at each Executive Board meeting. Monthly report will also be supplied to Newsletter Editor for publication in monthly newsletter;
- d. Presents an annual report at the end of the Guild year (December);
- e. Closes books by end of term and submits them for audit. Files annual Form 990 by the 15th day of the fifth month after the end of the annual accounting period to the IRS to retain tax-exempt status;
- f. Shall be on the bank signature Resolution card;
- g. Monitors and maintains the distribution of the Credit Card System (Square) with the backup of the President or Vice President;
- h. IRS report after end of term to retain tax-exempt status; and,
- i. Serves as Chairperson of the Budget Committee.

5. CHAPTER COORDINATOR

The Chapter Coordinator presides at Chapter meetings and Executive Board meetings:

- a. Serves on the Executive Board;
- b. Calls the Chapter meetings to order;
- c. Keeps Chapter meetings running smoothly.
- d. Sets up the speaker system before the meeting and putting it away securely after the meeting;
- e. If needed, sets up and takes down meeting room (asks members to help);
- f. Reminds everyone to turn off their phones and other electronic devices;
- g. Recognizes attendees (members, visitors and new members);
- h. Gathers door prizes and draws for the winners of the door prizes; and,
- i. Keeps meeting running smoothly by recognizing Members that have announcements (Committee members, Treasurer, President and others).

6. CHAPTER SECRETARY

The Chapter Secretary maintains accurate record of Chapter meetings.

- a. Handles Chapter correspondence, including notes of appreciation;
- b. Provides summary minutes to Newsletter editor for posting in Newsletter;
- c. Files all Chapter minutes with Executive Secretary; and,
- d. Serves as a member of Executive Board.

7. CHAPTER TREASURER

- a. The Chapter Treasurer collects all Chapter funds, except Chapters, and deposits all funds in the Chapter accounts.
- b. Maintains Chapter financial records;
- c. Disburses and collects Chapter funds, not to go over the allotted amount for each line item unless okayed by the Board or Executive Treasurer;
- d. Files all financial reports with Executive Treasurer;
- e. Monitors the operation of the Monthly Minis and Block of the Month in collecting and distribution of funds; and,
- f. Serves as a member of the Executive Board and Budget Committee.

ARTICLE III - OFFICERS

The Executive Officers of the Guild shall be President, Vice-President, Secretary and Treasurer. The Chapter Officers shall be Coordinator, Secretary and Treasurer. The Officers shall be elected annually at the May Chapter meetings. Absentee ballots may be mailed to the Nominating Committee Chairperson. They must be received at least forty-eight (48) hours prior to the second May Chapter meeting. The term of office shall begin in June. No member shall be eligible to serve more than one (2) year term in the same office. In the event of a vacant position, the Executive Board may appoint a person qualified to fill such a vacancy.

ARTICLE IV- ELECTIONS

The Nominating Committee chairperson and committee shall be appointed by the Executive Board at the February Board meeting. The Committee shall consist of at least two members from each Chapter. The Committee shall submit a slate of officers in April and publish the slate in the April and May Newsletters. Nominations made by the general membership will be received at the April meeting. Elections will take place during the May meetings by a show of hands unless a ballot is requested. Absentee ballots may be mailed to the Nominating Committee Chairperson. They must be received at least forty-eight (48) hours prior to the second May Chapter meeting. Elected officers will begin term at the June Chapter meeting.

ARTICLE V - MEETINGS

1. All Chapters will meet at least once a month – current meetings are scheduled for the 2nd Tuesday (night chapter) and 2nd Friday (day chapter).
2. The members present at a **Chapter** meeting shall constitute a quorum.
3. Committee meetings shall be at the call of the Committee chairman who shall make a record of such meeting as part of the normal report.

ARTICLE-VI - DUES AND FINANCIAL POLICY

Annual dues shall be set by the vote of the general membership and payable each January. If the dues are not paid by January 31, the member shall be dropped from the roster. Members joining after July 1 shall be assessed half the annual dues. Membership dues are non-refundable. Guests, not to include anyone under the age of 12, are welcome to attend their first meeting free. They are required to become a member at their second meeting. Any changes to the annual dues, by the recommendation of the Board, shall require a majority membership vote. The membership will be notified thirty days prior to voting.

ARTICLE VII - AMENDMENTS

The Constitution and By-Laws may be amended by a majority of the members present at ALL Chapter meetings during the month announced for the vote on changes.

- a. The proposed changes shall be presented to all members in writing (added as an attachment in the distribution of the newsletter) at least 30 days in advance.
- b. A time of discussion will be provided.
- c. Amendments shall be effective upon adjournment of the meeting at which they were adopted, unless a different effective date is included in the revision.

ARTICLE I VIII – EMERGENCY OPERATIONS

Emergency operations will be decided by the Executive Board at the time of the event. These include, but not limited to, a pandemic (i.e., **Covid-19**), National emergencies that effect weather (follows the closing schedules of whatever the Schools decide as far as opening or closing) or other activity, etc.

If any Committee Chair is out for any reason, they shall notify the Vice President to let them help find a substitute if deemed necessary.

ARTICLE I VIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern all proceedings whenever applicable.

Policies and Procedures

ARTICLE I - WEB GUIDELINES

The purpose of the PPQG website is to provide information to the public and to our members in a place that is always accessible. The site known as the ppqg.org includes events, maps, photos of events, a member's only section (only accessible via a membership password – passwords will be changed by the Web Manager when deemed needed) and much more. Members are responsible for not sharing the password with nonmembers. The goal with the site is to provide concise and consistent information in a way possible for easy access to all those interested in the Guild. It is updated on a regular basis. Web Manager will:

- a. attend all Board Meetings as needed or required by the President and/or Vice President;
- b. reports directly to the President or the Vice President;
- c. posts information regarding decisions by the President or Vice President;
- d. maintain normal website postings;
- e. be in a volunteer position and does not have a voting right and,
- f. an assistant will be available when needed in the absence of the Web Manager.

ARTICLE II – E-TREE POLICY

All notices should be sent to the President or Vice President who will obtain Board/President and/or Vice President approval (if necessary) and send it onto the E-tree coordinator for circulation. The purpose of the policy is to:

- a. promote interest in the heritage and art of quilting by providing all information relevant to the Guild and others;
- b. promote meaningful communication with fellow quilters;
- c. promote knowledge and understanding of the art of quilting by sending out educational activities for the Guild when founded;
- d. provide through communication from the Board, Guild-related information;
- e. provides a method for members to communicate with other members about Guild-related information; and,
- f. an assistant will be available when needed in the absence of the Web Manager.

Information expected of the E-tree are:

- a. notices of upcoming events;
- b. sending out Newsletter by the Newsletter Coordinator;
- c. cancellations, emergencies; and,
- d. family illness or death (after permission has been given to post by the appropriate Guild member).

ARTICLE III - STANDING COMMITTEE AND APPOINTED POSITIONS

There shall be the following standing committees and/or appointed positions at the Guild and Chapter levels:

GUILD: Membership Chair, Newsletter Editor, Properties Custodian, Service Projects Chair, Special Events Chair and others as needed.

CHAPTER: Program Chair, Librarian, Hospitality Chair and others as needed.

1. The chairperson of each standing committee or appointed position shall file a written annual report of activities, written recommendation and budget requirements of the committee to the President or Chapter Coordinator.
2. All activities involving the transfer or requests of funds shall be reported monthly on the prescribed form(s) income and expense forms to the Executive Treasurer; Special Events Chair, such as, Quilt Show and Symposium Chairs.
3. Appointed and volunteer positions will run from Jan. 1 to Dec. 31 of said year.

Guidelines for the Newsletter Editor and Librarian are:

- Notices of a commercial nature in which there can be financial gain will be referred to the newsletter editor where ads may be taken out for a nominal fee (if not a member).
 - Advertising Rates (Payable in Advance):
 - Full Page - \$50
 - Half Page - \$25
 - Quarter Page - \$15
 - Business Card - \$5
 - Personal Classified - \$2.50
 - Members may advertise for free
 - an assistant will be available when needed in the absence of the Newsletter Editor.
- Librarian manages and has ready at each Chapter meeting the existing books and or any type of educational materials, decides when to purge and bring new books in for use.

ARTICLE IV – WORKSHOP COMPENSATION

1. Member Provided Workshops

- a. To establish the following policy for PPQG member providers of workshops;
- b. Workshop fee to members is \$12 for half day and \$18 for full-day workshop. Any kit fee is separate from the workshop fee, with full amount going to the provider of the kits;
- c. PPQG member-provider will receive the full \$12/half day - \$20/full day for every attendee up to 10 attendees, thus potentially earn \$120/\$200 for the workshop. For example, if there are five attendees of the half-day workshop, the provider earns $\$12 \times 5 = \60 ; For more than 10 attendees, the remaining income from fees will go into a workshop fund for any future workshops that have a deficit. So, for example, if the PPQG member half-day workshop had 15 attendees, \$120 goes to the provider and \$60 goes into the workshop fund; As a guideline, if the PPQG member-provider does not wish for the compensation, all or in part, the compensation can then be added to the workshop fund to support future workshops; and,
- d. Members have the first opportunity to register for special events (special events / workshops may require additional costs, such as those associated with hiring a professional instructor or purchasing supplies).

2. The PPQG member-provider, working with the workshop coordinator, may determine the minimum and maximum number of attendees of the workshop.

Non-member Provided Workshops

To establish the following policy for non-PPQG member providers of workshops:

1. All workshops will pay for themselves (self-supporting). Contracts and fees will be negotiated with instructors prior to workshop. Negotiated fees for the teacher must be covered by the fees collected for that workshop.
2. Special workshops by nationally known teachers (such as Lynn Graves or Ami Simms) will be handled by the Vice President.
3. In order to receive a refund for withdrawal from a workshop, you must cancel three (3) weeks prior to the workshop.