

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

1. to promote interest in the heritage and art of quilting;
2. to promote companionship among fellow quilters;
3. to promote the knowledge and understanding of the art of quilting through continuing education services for members;
4. to present educational activities for the public through community activities;
5. to sponsor and support charitable activities; and,
6. the Guild shall be and is a not-for-profit organization under the laws of the State of Virginia and within the meaning of Internal Revenue Code Requirements to be exempt as an Organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – 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.

1. 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;
2. Individuals may participate in the PPQG through membership. They may also serve on the Executive Board as an elected officer or on a Guild committee. Entry to all general meetings is available to members;

3. All members shall wear their nametags at all Guild meetings and events. A 50-cent charge will be assessed if not wearing the nametag;
4. 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,
5. Members in good standing will have voting rights in the Guild officer elections, polls, and the changing or updating of the Constitution and By-laws.

ARTICLE IV - 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 of May Chapter meeting. The term of office shall begin in June. No member shall be eligible to serve more than two consecutive one-year terms 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 V - 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) nor more than sixty (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.

BY-LAWS

ARTICLE I – EXECUTIVE AND CHAPTER BOARDS

1. THE EXECUTIVE BOARD

- a. Elected officers manage the finances and business of the Guild;
- b. The Executive Board shall be composed of the President, Vice-President, Secretary, Treasurer and Chapter Coordinators, Secretaries and Treasurers of the Day and Night Chapters.
- c. The Executive Board shall conduct the routine business of the Guild; Members of the Executive Board shall act only in an official capacity as a group and shall not take any action or assume responsibility as individuals;
- d. The Executive Board shall meet on the call of the President or on call of any two (2) officers; and,
- e. The Executive Board shall make an annual report to the membership at the May meeting. Written recommendations and a 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 as a group 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 the 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 all committees;
- c. Shall be on the bank signature card for the executive and chapter accounts;
- d. Shall be on the bank signature resolution card; and,
- e. 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; will serve as coordinator/advisor for special Guild events (i.e., Symposium, Quilt Show, and national speakers);
- b. Is the coordinator and overseer of the Guild and Chapter program committees;
- c. Shall be on the bank signature card for the Executive account;
- d. In case of the President's resignation, the Vice President will automatically assume the office of the President; and,
- e. When needed, the Vice President will coordinate with the Executive Treasurer in handling the Credit Card information.
- f. If any Committee Chair is unavailable for any reason, the Vice President shall be notified to help find a substitute if deemed necessary.

3. EXECUTIVE SECRETARY

- a. The Executive Secretary will keep an accurate record of proceedings and attendance of all executive board meetings;
- b. Handles all correspondence not connected with chapters;
- c. Sends information to the Web Manager for posting on the website; and,
- d. Maintains all records, except those specifically assigned to others.

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. A monthly report will also be supplied to Newsletter Editor for publication in the 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. Files an IRS report after end of term to retain tax-exempt status; and,
- i. Serves as Chairperson of the Budget Committee.

5. CHAPTER COORDINATOR

- a. The Chapter Coordinator presides at chapter meetings and chapter board meetings;
- b. Serves on the Executive Board; Calls the chapter meetings to order; Sets up the speaker system before the meeting and puts it away securely after the meeting;
- c. If needed, sets up and takes down equipment in the meeting room (asks members to help);
- d. Reminds everyone to turn off their phones and other electronic devices;
- e. Recognizes attendees (members, visitors, and new members);
- f. Gathers door prizes and draws for the winners of the door prizes; and,
- g. Recognizes members who have announcements (committee members, treasurer, president, and others).
- h. Serves as ex-officio member of chapter committees; and,
- i. Appoints new committees as deemed necessary.

6. CHAPTER SECRETARY

- a. Maintains accurate records of chapter meetings and chapter board meetings;
- b. Handles chapter correspondence, including notes of appreciation;
- c. Provides summary minutes to newsletter editor for posting in newsletter;
- d. Files all chapter minutes with Executive Secretary; and,
- e. Serves as a member of Executive Board.

7. CHAPTER TREASURER

- a. The Chapter Treasurer collects all Chapter funds and deposits in the Chapter accounts.
- b. Maintains Chapter financial records;
- c. Disburses 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; and,
- 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 - 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 requests, and budget requirements of the committee to the President or Chapter Coordinator.
2. All activities involving the transfer or requests for funds, such as the Quilt Show and Symposium, shall be reported monthly on the prescribed income and expense form(s) to the Executive Treasurer and Special Events Chair.
3. Appointed and volunteer positions will run from Jan. 1 to Dec. 31 of said year.

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 of May Chapter meeting. Elected officers will begin their terms 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 majority of the members present at ALL Chapter meetings during the month announced for the vote on changes.

1. The proposed changes shall be presented to all members in writing (added as an attachment in the distribution of the newsletter and/or the E-Tree) at least 30 days in advance.
2. A time of discussion will be provided.
3. 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 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. The use of an online platform is available to all committees and groups if needed to have a meeting, especially during emergencies.

ARTICLE IX - PARLIAMENTARY AUTHORITY

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