

BY LAWS of the Naples Quilters Guild, Incorporated

A Florida Non Profit Corporation

Amended for form on 05-14-18

Article I: Name

The name of the organization shall be Naples Quilters Guild, Incorporated.

Article II: Purpose

The purpose of this organization shall be to contribute to the growth of knowledge about quilting techniques, patterns, history and quilt making by:

1. Providing educational meetings
2. Encouraging fun and fellowship among those who love quilts and quilting
3. Sponsoring and supporting quilting activities and learning opportunities
4. Encouraging quilt making, collecting and preservation
5. Promoting the appreciation and knowledge of quilting in the community through shows and demonstrations
6. Providing monetary and in-kind donations to charitable groups in our community

Article III: Membership

Section I: Qualification

1. The membership shall be composed of those persons interested in the quilting arts who wish to actively participate in Guild projects and functions as outlined in the Standing Rules under — Membership.
2. We are a non-discriminatory organization. Potential members may visit twice before joining.

Section 2: Dues

1. Each member shall pay annual dues in such amount as recommended by the Executive Board and approved by the membership.
2. To keep dues at a minimum, all guild members are encouraged to receive the e-mail version of the newsletter.
3. To assure continuous membership, inclusion in the annual membership roster, and receipt of the newsletter, dues must be paid by the April 1. Failure to do so constitutes voluntary withdrawal from the Naples Quilters Guild.

Article IV: Officers

Section I. Number

Elected officers shall be President, First Vice President, Second Vice President (one of whom shall be a year round resident), Recording Secretary, Corresponding Secretary and Treasurer (who shall be a year round resident).

Section 2: Qualifications

No person shall be an officer who has not been a member of the organization for at least one (1) year.

Section 3: Elections

Election of officers will be held at the Annual Meeting (March) each year. Officers will assume their duties at the beginning of the Operating Year (April 1 through March 31).

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Nominations by the Nominating Committee:

1. The Nominating Committee shall consist of five persons, four to be appointed from member volunteers at the January meeting and the fifth a non-voting member from the Executive Board who shall serve as chairman.
2. The Nominating Committee shall give its report at the February meeting and the proposed slate shall be printed in the March newsletter.
3. It shall be the duty of the Nominating Committee to nominate one candidate for each office to be filled at the Annual Meeting. No person shall serve more than two consecutive years on this committee.

Nominations by Petition:

1. Candidates for guild offices may be nominated by petition. Such petitions shall be filed with the Recording Secretary at least 3 weeks prior (in order to be printed in Newsletter) to the March business meeting.
2. Petitioners shall have determined that candidates so nominated have agreed to serve if elected and shall so certify to the Secretary.
3. The names of these candidates shall also be printed in the March newsletter.
4. When more than one candidate is nominated for a single office, each shall be given the opportunity to speak to the members present at the March meeting prior to a vote being taken.

Section 4: Term of Office

Officers shall serve one-year terms with re-election options limited to two consecutive terms in the same office. The First Vice President shall be expected to succeed to the Presidency. If that is not possible, in order to provide continuity, the nominating committee shall seek a presidential candidate from the current board before seeking a candidate from the general membership.

Section 5: Vacancies

The President, with the consent of the Executive Board, shall appoint a replacement for the remaining term of any vacancy occurring during the term of a Board Member.

Article V: Duties of Officers

Section 1: President

The President shall:

1. Preside at the monthly business meeting of the Guild and call and conduct Executive Board meetings monthly, or as needed.
2. Appoint all committee chairpersons who will serve during her term of office.
3. Shall serve as ex-officio member of all committees except the Nominating Committee.
4. Sign checks in the absence of the Treasurer and oversee all activities of the Guild.
5. Sign all contracts and legal documents approved by the Board prior to their execution.
6. Schedule the venue for all general meetings, workshops, Gathering Stitches and the annual quilt show. Only the President may schedule and/or change the venue for events.

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Section 2: First Vice President

The First Vice President shall:

1. Preside at the monthly business meetings in the absence of the President and assume the duties of the President should that office be vacated.
2. Serve as Chairman of the Program and Workshop Committee.
3. The First Vice President is expected to succeed the president.

Section 3: Second Vice President

The Second Vice President shall:

1. Preside at the monthly business meetings in the absence of the President and First Vice President.
2. Serve as Chairman of the Membership Committee.
3. Publish an annual Roster.

Section 4: Recording Secretary

The Recording Secretary shall:

1. Take minutes at the monthly business meeting and provide the President with an official copy. These minutes shall be published in the Newsletter.
2. Take minutes at Executive Board meetings, provide members of the Board with a copy and have a copy available for the membership to read upon request
3. Recognize the importance of safeguarding the legal records of the Guild, serve as custodian of all Guild documents, provide a copy of each current document to the President and maintain orderly archives of past official documents.

Section 5: Corresponding Secretary

The Corresponding Secretary shall:

1. Generate correspondence as directed by the Board and share correspondence received with the Executive Board and, upon request, the general membership.
2. Answer or initiate correspondence as directed (thank-you letters, get well cards, etc.).
3. In the absence of the Recording Secretary, assume those duties.

Section 6: Treasurer

The Treasurer shall:

1. Maintain accurate financial records of the Guild in a format that tracks income and expenses against budget.
2. Receive all monies from the Committee Chairs and she or her designate shall make all bank deposits in a timely manner.
3. Sign checks for authorized disbursements in accordance with the budget.
4. Reconcile the monthly bank statement.
5. Provide a monthly written report to be approved by the Executive Board and be made available to the general membership upon request.
6. Generate a year-end financial report for audit.
7. Prepare and submit all required Federal and State documents, including those related to maintaining our non-profit status.
8. Chair the Budget Committee and prepare and submit the annual budget proposal.

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Article VI. Meetings

Section 1: Monthly Meetings

Regular meetings will be held the third Thursday of each month at 6:30 p.m. The current edition of Roberts Rules of Order; Newly Revised will be observed at all meetings.

Section 2: Annual Meeting and Fiscal Year

The March meeting shall be designated as the Annual Meeting.

The Fiscal Operating year shall be April 1 - March 31.

The Fiscal year shall be January 1 - December 31.

Section 3: Quorum

Twenty (20) percent of the membership of record shall constitute a quorum.

Article VII. Executive Board

Section I. Members

1. The Executive Board shall consist of the elected officers, the Immediate Past President, Newsletter Editor, and Quilt Show Chairman.
2. The Elected Officers and Immediate Past President shall have voting rights.
3. The Immediate Past President shall serve on the Executive Board for the year following her term as President.
4. Committee chairs are encouraged to attend the Executive Board meetings.
5. Guild members are encouraged to submit questions, concerns, and information to any member of the Executive Board.

Section 2: Meetings

Meetings of the Executive Board shall be called by the President to conduct the business of the Guild for the membership. Minutes of Board Meetings are available to any member to read upon request.

Article VIII. Committees

Section I. Appointment

Committee chairpersons, Standing or Ad Hoc, shall be appointed by the President under whom they will serve except as specified otherwise in these By Laws. Committee members shall include volunteers from the membership at large. Members are encouraged to volunteer for committees by contacting the chairpersons and also at meetings when a show of hands is requested.

Section 2: Committee Chairperson's Responsibilities

Each Committee Chairperson shall:

1. Form her/his own committee consisting of a minimum of three (3) members.
2. Select one member who shall be an Assistant. Whenever possible, the Chairman shall teach the Assistant the duties of the chair in order that the Assistant may assume those responsibilities at some time in the future.
3. The Lead/Learner will ensure smooth transitions.

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4. Comply with the current Standing Rules.
5. Turn in to the Treasurer all monies received by the next meeting.
6. Keep track of debits and credits to the committee’s budget.
7. Submit all requests for payment in writing to the Treasurer, using the forms provided by the Treasurer.
8. Prepare newsletter articles publicizing the actions and plans of the committee.
9. Keep a detailed procedure book and submit a written report for the Annual Meeting.
10. Submit all plans to the Board for approval.

Section 3: Standing Committees of the Naples Quilters Guild

The following committees shall be the Standing Committees of the Naples Quilters Guild. The purposes and duties of these committees are outlined in the Standing Rules.

Audit	Internet	Quilt Show
Beekeeper	Library	Raffle Quilt Current Year
Budget	Membership	Raffle Quilt Next Year
Challenge Quilts	National Quilt Day	Raffle Quilt Tickets
Gathering Stitches	New Member Orientation	Small Quilt Auction
Historian	Newsletter	Travel
Hospitality	Program/Workshops	Volunteer

Section 4: Special Committees and/or Ad Hoc Committees

The President shall appoint other committees as necessary to carry on the work of the organization. Whenever possible, committees shall be formed following a public request for member volunteers at a regular Guild business meeting.

Article IX. Dissolution

In the event of dissolution, assets of the organization will be turned over to one or more organizations which are exempt as organizations described in Section 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive members public purpose.

Article X. Amendments

These By Laws may be amended at a regularly stated Business Meeting by majority vote of members present, provided that the amendment has been submitted in writing at least ten days previous to being submitted to the membership.

APPENDIX TO BY LAWS

Conflict of Interest Policy

Article I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

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Article II: Definitions

Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. **Duty to Disclose** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists**
3. **After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.**
4. **Procedures for Addressing the Conflict of Interest**

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

 - a. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

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5. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.