

BY LAWS
OF NORTH PITTSBURGH QUILTERS GUILD
A Pennsylvania Nonprofit Corporation

ARTICLE I: DEFINITIONS

Section 1.1 Articles. "Articles" means the Articles of Incorporation of the Corporation.

Section 1.2 Guild. An abbreviated form of the name of the Corporation.

Section 1.3 Meeting Site. Shall mean the location approved by the Executive Board for all meetings of the members.

Section 1.4 Executive Board. The officers of the Corporation which shall be the President, Vice-President, Secretary, Treasurer, two (2) Members-at-Large, and such other officers as the Executive Board deems desirable. They shall have all rights and duties normally granted to a Board of Directors under the Commonwealth of Pennsylvania nonprofit corporation law.

Section 1.5 Executive Committee - Shall consist of the President, Vice President, Secretary, and Treasurer, the immediate past President, and the Chairman of each standing committee.

Section 1.6 Elections. Shall take place annually at the May meeting of the General Membership.

Section 1.7 Term of Office. Shall be one fiscal year. The treasurer shall serve a term of two years.

Section 1.8 Quorum. At all meetings of the Members, (except where otherwise provided in these Bylaws), a majority of the total membership, present in person, shall constitute a quorum, for the transaction of business. At all Executive Board meetings, regular or special, 50% of members shall constitute a quorum, except as otherwise provided in these Bylaws. At all Executive Committee meetings, regular or special, 50% of the members present constitute a quorum.

Section 1.9 Standing Committee. Those committees listed in the Corporation Bylaws as standing committees. Standing Committees are committees that are needed to maintain the Guild, have annual budgets, and have a Chairman.

Section 1.10 Fiscal Year. Begins 1 July and ends 30 June and the financial records of the Corporation will reflect this.

Section 1.11 Annual Meeting. The May meeting of the Guild is when annual elections are held.

Section 1.12 Nonprofit Organization. A term used to describe an organization in American society that is neither government nor business, and qualifies the Guild for tax-exempt status. The Guild falls into the subcategory within the nonprofit sector of a professional or trade association, generally

gaining tax-exemption under Section 501(c)(3) of the tax code, because it is an organization that promotes "the business or professional interests of a community, an industry, or a profession".

Section 1.13 Members. Members of the Guild consist of those who have paid their dues, and agreed to abide, by the rules and bylaws of the NPQG.

Section 1.14 Guild Sponsored Activity Program, activity, or lecture that is organized or supervised by the Executive Board.

Section 1.15 Indemnification. To hold harmless.

Section 1.16 Robert's Rules of Order. A reference text regarding parliamentary rules and conduct of meetings. The Corporation will use this framework to conduct business.

ARTICLE II: PURPOSE

Section 2.1 Purpose as stated in the Articles of Incorporation: a. To provide an agency through which the common interest of its members may be satisfied. b. To promote fellowship among its members. c. To exercise all the rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations.

Section 2.2 In addition thereto the following shall be guiding principles: a. To further the understanding and knowledge of all aspects of quilting by providing educational opportunities for members through programs and guest lecturers.

b. To encourage performance of the quilting arts as well as preservation of quilting, traditions, and the heritage of quilt making. c. To provide opportunities to exhibit examples of quilts and quilting.

ARTICLE III: OFFICES

Section 3.1 Registered Office. The registered office of the Corporation shall be maintained in the County of Allegheny, Commonwealth of Pennsylvania, and the registered agent in charge thereof is the President of the Corporation.

Section 3.2 Other Offices. The Corporation may also have an office at such other places as the Executive Board may from time to time determine or the business of the Corporation may require.

Article IV: MEMBERSHIP

Section 4.1 Eligibility. Membership in the Corporation shall be open to all persons who are interested in quilting, regardless of skill level, color, disability, creed, sexual preference or gender. All persons seeking membership may first attend two regularly scheduled meetings as a guest. Guests attending more than two (2) meetings without requesting membership will be charged a guest fee as determined by the Executive Board.

Section 4.2 Membership consists of those whom:

- a. Have paid their dues and supplied requested personal information to the Membership Chair.
- b. Have agreed to abide by the rules and bylaws of the North Pittsburgh Quitters Guild.

Section 4.3 Member Rights. Members will: a. Have equal voting rights and equal privileges at the meetings of the general membership. b. Receive a membership card, membership pin, Member's Guide, and newsletter.

Section 4.4 Member Responsibilities. - Members are encouraged to:

- a. Attend monthly meetings
- b. Actively engage in the activities of the organization.

Section 4.4 Termination.

a. By Member. Any Member may at any time resign as a Member of the Corporation by providing written notice of such resignation to the Secretary or President of the Corporation. Such resignation shall be deemed effective upon request: provided, however, that such resignation shall in no way serve to eliminate any financial obligation to the Member to the Corporation which was outstanding as of the date of resignation.

b. By Corporation. A Member may be removed at any time, with cause, for the failure to fulfill the requirements for continued membership in the Corporation. Removal with cause shall include but not be limited to the failure, to comply with the terms of these Bylaws. In any event, such removal shall occur only after notice, trial and conviction as prescribed in Robert's Rules of order revised and shall be subject to a two-third (2/3) affirmative vote of all eligible Members entitled to vote at such meeting.

c. By Failure to Pay Dues. 1. Members whose dues are unpaid will lose their membership privileges. 2. Members whose dues are not paid by August 15 will be charged a five dollar (\$5.00) late fee, and may not have their personal information listed on the membership roster for that fiscal year. d. All members shall be required to return any property, and or records, belonging to the organization in the event of his or her termination, resignation or transfer from geographical area.

ARTICLE V: MEETINGS

Section 5.1 Meetings. The annual meeting of the Members of the Corporation for, among other purposes, the election of officers, shall be held at such time and place as the board may from time to time determine. The Treasurer will provide a financial report to the membership at this time on the Corporation's financial status. The Vice-President will provide a report on the Corporation's membership status. Special meetings of the members may be called at any time by the President, the Executive Board or at least one-third (1/3) of the Members. Meetings of the Members may be held at any place within or without the Commonwealth of Pennsylvania.

Section 5.2 Regular Business Meetings. The regular business meeting of the guild shall be held on the first Tuesday of the month from September to June, unless otherwise ordered by the membership or the Executive Board, with sufficient notice given to the Members.

Section 5.3 Special meetings. Special meetings of the general membership may be called by the President whenever necessary. The President may also call for a meeting of the Executive Board or the Executive Committee whenever deemed necessary.

Section 5.4 Notice. Written notice of the time and place of the annual meeting of the Members of the Corporation shall be delivered to each member five (5) days prior to the date of such meetings (unless a longer period of notice is required by applicable law, by the Articles of Incorporation or by these Bylaws), and notice of all special meetings of the members shall state the general nature of the business to be transacted.

Section 5.5 Quorum and Majority. At all meetings of the Members, (except otherwise provided in these. Bylaws) a majority of the total membership, present in person, shall constitute a quorum for the transaction of business. Each individual Member may cast only one vote. The acts of a majority of the Members present at a meeting at which a quorum is present shall be the acts of the membership, except as may be otherwise specifically provided by statute or by these Bylaws. If a quorum shall not be present at any meetings of the Members, the President may adjourn the meeting from time to time until a quorum shall be present. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which such adjournment is taken.

Section 5.6 Unanimous Consent. Whenever the vote of Members at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of applicable law, the Article or these Bylaws, the meeting, notice of the meeting, and vote of Members may be dispensed with if all of the Members who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such corporate action being taken.

ARTICLE VI: YEARLY DUES AND ASSESSMENTS

Section 6.1 Dues shall be payable annually at the rate established by the Executive Board and approved by the majority of the Members properly voting at a general meeting of the Corporation.

Section 6.2 When authorized by the Executive Board and approved by the two-thirds (2/3) of the total membership properly voting at a duly convened meeting of the

Corporation, the Corporation may impose an assessment against all members for special projects of the Corporation. Such assessments shall be maintained in a fund separate from the dues. Assessments

shall be-payable to the Treasurer within thirty (30) days of the Corporation meeting at which the assessments are approved.

Section 6.3 All dues are payable to the Corporation. Dues and member information should be given to the Membership Chair. a. Dues are payable not later than August 15. Standing members who pay their dues after this date will be charged a five dollar (\$5.00) late fee, and their personal information may not be included on the membership roster for the fiscal year. b. Renewal forms will be made available thirty (30) days prior to the June meeting. c. Dues and assessments shall be prorated or reduced for any NEW member gaining membership for only a portion of a given fiscal year.

Section 6.4 Annual Budget. The incoming Executive Board sets the budget prior to the September general membership meeting based on the funds available, last year's budget, plans for the new year, and with the aid of the outgoing Executive Board. The budget must be approved by the incoming Executive Board.

Section 6.5 Presentation of Annual Budget. The yearly budget will be presented to the general membership for approval at the September business meeting after approval by the Executive Board.

Section 6.6 A guest fee will be charged for all non-members for guest lecturers, as determined by the Executive Board. Guest fees will be collected by the Treasurer.

ARTICLE VII: EXECUTIVE BOARD

Section 7.1 General Powers. The business and affairs of the Corporation shall be managed by the Executive Board, which consists of the President, Vice President, Secretary, Treasurer, and the two (2) Members-at-Large. In addition to the powers and authority expressly granted by these Bylaws, the Board may exercise all powers of the Corporation and do all acts that are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws. The Executive Board shall have the authority to transact any and all necessary business between meetings.

Section 7.2 All members in good standing are qualified to serve as officers.

Section 7.3 All officers shall serve a one (1) year term (or, when filling a vacancy, the remaining portion of the term), unless sooner removed by the Board. The Treasurer shall serve a two year term. In the event the Presidency is vacated, the Vice President shall automatically succeed to the office of President for the remainder of the term. Officers may be elected to a second term of one (1) year; but may serve no more than two consecutive years in any one office:

Section 7.4 Vacancy in the Executive Board. In the event of the resignation of any officer other than the President, the remaining officers shall be empowered to appoint, an interim officer to complete the term of office, after considering the recommendations of the Nominating Committee.

Section 7.5 Election of Officers. Election of Officers shall be held at the annual meeting in May.

Section 7.6 Term of Office. Officers shall assume their official duties on July 1 and end the term on June 30.

Section 7.7 Two (2) people may share the duties of one office, except for the office of President and Treasurer, in which position only one (1) person may serve. In the event of a shared office, if one party steps down the remaining party shall assume full duties of that office.

Section 7.8 Meetings. The Executive Board shall hold regular meetings of the Executive Committee at such time and place as the Executive Board determines, no less than five times per year. Meetings of the Executive Board may be held at any location within or without the Commonwealth of Pennsylvania.

Section 7.9 Dues. The Executive Board shall review the annual rate of membership dues. Any changes must be presented to the general membership at the annual meeting for approval. Changes will lie implemented the next fiscal year.

Section 7.10 Informal Action. Any action which may be taken at a meeting of the Executive Board, or of a committee thereof; may be taken without meeting if a consent(s) in writing stating the action, will be signed by all of the officers, or the members of a committee, as the case may be, and it is filed with the Secretary of the Corporation.

Section 7.11 Quorum and Manner of Action. Except as otherwise provided in these Bylaws, 50% of the Executive Board shall constitute a quorum at any regular or special meeting of the Executive Board. Except as otherwise provided by applicable law, the Articles or these Bylaws, the affirmative vote of a majority of the Officers present, shall be the act of the Executive Board. In the absence of a quorum, a majority of the Officers present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given except that notice shall be given to all Officers if the adjournment is for more than thirty (30) days.

Section 7.12 Limitation of Liability. An Executive Board member shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless:

a. The Executive Board member has breached or failed to perform the duties of his other office under Section 5712 of the Nonprofit Corporation Law of 1988 which incorporates by reference Sections 511 and 512 of the Pennsylvania Associations Code (relating to standard of care and justifiable reliance) and

b. The breach or failure to perform constitutes self-dealing will fill misconduct or recklessness. The conditions of the Section 7.12 shall not apply to:

c. The responsibility or liability of an Executive Board member pursuant to any criminal statute or

d. The liability of an Executive Board member for the payment of taxes pursuant to local, state, or federal law.

Any repeal or modification of this Section 7.12 shall be prospective only, and shall not affect, to the detriment of any Executive Board member, any limitation on the personal liability of an Executive Board member of the corporation existing at the time of such repeal or modification.

ARTICLE VIII: ELECTION OF OFFICERS

Section 8.1 The term of office for elected officers and Members-at-Large shall commence July 1 and conclude June 30.

Section 8.2 Election of Guild officers and Members-at-Large shall be held during the annual May meeting.

Section 8.3 Election Procedures.

a. The Nominating Committee shall consist of the Vice President as Chairman with the addition of 2 general members

b.. Members of the nominating committee shall understand that they are not eligible for nomination as executive officers or as Members-at-Large with the exception of the Vice President who succeeds to the Presidency.

c. The committee shall secure the permission of each individual nominated for office.

d. The nominating committee shall present the slate(s), of officer candidates and Members-at Large candidates to the Guild membership at the April general meeting.

e.. Election of officers and Members-at-Large will be held after the slate(s) has/have been presented in May and nominations from the floor have been closed.

f. Voting shall be by ballot or acclamation.

ARTICLE IX: OFFICERS

Section 9.1 Officers. The officers of the Corporation which comprise the Executive Board shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board deems desirable.

a. The Executive Board shall, have the authority to transact any and all necessary business between meetings.

b. In addition to the powers and duties set forth in the Bylaws, each officer shall have such powers and duties as are usually related to this office and as the Board shall determine by resolution.

c. A person shall hold no more than one office at the same time.

d. All officers shall hold office for a term of one year commencing July 1 and concluding June30, unless sooner removed by the Board provided however that the Vice President shall automatically succeed to the office of President

e. The Vice President shall succeed to the office of President. f. The Treasurer shall serve two consecutive terms.

Section 9.2 President. The President shall be the Chief Executive Officer of the Corporation and shall control and manage its property, business and affairs, subject to the policies and directions of the Board or, where so required, the Members. In addition thereto the President shall have the following duties:

- a. Preside at all regular, special, or called Executive Board and Executive Committee meetings.
- b. Appoint all Standing Committee Chairmen.
- c. Appoint chairmen for ad hoc committees.
- d. Be a member ex officio of all committees except the nominating committee.
- e. Coordinate the work of the officers and committees in order that objectives maybe attained.
- f. Determine the vote in the case of a tie.
- g. Prepare the annual budget with the treasurer.
- h. As immediate past-President serve on the Executive Committee and attend Executive Committee meetings.
- i. Make arrangements for the location of the monthly meeting.
- j. Maintain a written record of duties and responsibilities in the procedure manual plus guild activities to be submitted to his/her successor.

Section 9.3 Vice President. The Vice President shall perform such duties as may be assigned by the President, subject to the policies and directions of the Board. In addition, the Vice President shall have the following duties.

- a. Preside in the absence of the President at regular guild meetings, board meetings, and committee meetings.
- b. Serve, on the Nominating Committee as Chairman.
- c. Maintain post office box, and be responsible for collection and distribution of Guild mail.
- d. . Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

Section 9.4 Secretary. The Secretary shall:

- a. Record the minutes of all meetings of the Executive Board, Executive Committee, and the Guild.
- b. Have charge and custody of the seal and records of the Board and the corporation.

c. Complete the appropriate paperwork each year to accurately reflect the Corporation's officers and the Corporation's address as the President's address.

d. Provide copies of the minutes of the previous guild meeting at each monthly meeting, Executive Board, and Executive Committee meeting.

e. Conduct correspondence as requested by the President.

f. Submit a budget request to the President.

g. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

Section 9.5 Treasurer. The Treasurer shall:

a. Serve a two (2) year term.

b. Have charge and custody of all funds including at least seven (7) years past records of the Corporation.

c. Keep a full and accurate account of receipts and expenditures.

d. Record and maintain financial transactions, records of the Guild and tax filings/information.

e. Assist the President in preparation of the budget for approval by the Executive Board and the Guild.

f. Sit on the Fundraising Committee.

g. Be responsible for payment and acquisition of Guild insurance and policy coverage; including Certificates of Insurance and Binders for special activities.

h. Submit the following reports:

1. A quarterly, report to include a complete statement of all receipts and expenditures of the Corporation for the recently ended Quarter.

2. A current financial statement at the annual meeting.

3. Any special reports requested by the Executive Board or guild members.

i. Ensure all committee expenditures are presented to the Treasurer by the Committee Chairmen.

j. Submit a budget request to the President.

k. Serve as Treasurer for the Quilt Show to cover all receipts and expenditures.

l. Ensure an independent audit, by a certified public accountant; is completed within forty-five (45) days of the close of the fiscal year; the cost of which shall be included in the Treasurer's budget.

m. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

ARTICLE X EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 10.1 . The Executive Board, by resolution adopted by a majority of the officers, may designate and appoint an Executive Committee. The Executive Committee shall have and exercise the authority of the Executive Board in the management of the Corporation to the extent provided by the Executive Board resolution provided, however, that the Executive Committee-shall not have the authority of the Executive Board to:

- a. Amend, alter or repeal the Bylaws.
- b. Elect, appoint or remove any member of the Executive Board or officer of the Corporation.
- c. Amend the Articles of Incorporation.
- d. Adopt a plan of merger or adopt a plan of consolidation with another corporation.
- e. Authorize the sale, lease, exchange or mortgage of all or substantially all of the

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property and assets of the Corporation.

f. Authorize the voluntary dissolution of the Corporation or revoke proceedings, or adopt a plan for the distribution of the assets of the Corporation.

Section 10.2 The Executive Committee shall consist, of the President, Vice President, Secretary, Treasurer, immediate past President, and the Chairman of the following standing committees:

- a. Membership
- b. Program
- c. Hospitality
- d. Newsletter
- e. Fundraising
- f. Community Service
- g. Quilt Show .
- h. Historian
- i. Sunshine

j. Webmaster

k. Ad Hoc Committees —Any committee formed for a limited duration. Any special ad hoc committees involved with monies shall maintain financial responsibility. They shall submit to the President a report of the committee activities and a report of all money transactions to the treasurer.

Section 10.3 Chairman of all Standing Committees:

- a. Shall be appointed by the President, after gaining permission of the individual,
- b. Must be a member of the Guild.
- c. Officers may not serve as a Committee Chairman although they may serve on a standing committee.
- d. May not chair more than one Standing Committee, but can serve as head of a Sub-Committee.

Section 10.4 Committee Members. Members of committees shall:

- a. Be selected by the Committee Chairman.
- b. Be members of the Guild.
- c. A member of a committee may be removed by the Committee Chairman whenever in their judgment, the best interests of the Corporation shall be served by such removal, after presenting the matter to the Executive Board for approval.

Section 10.5 Term. Each Chairman will serve a one (1) year term. The Co-Chairman of the Program Committee and the Co-Chairman of the Quilt Show Committee, who will serve two (2) years on the Committee. A member of a committee may be removed by the Committee Chairman whenever, in their judgment, the best interests of the Corporation shall be served by such removal, after presenting the matter to the Executive Board for approval.

Section. 10.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10.7 Meetings. Executive Committee meetings:

- a. Shall be called by the President.
- b. Committee Chairman, or their appointed representative, shall attend all meetings.
- c. Members of the Guild not on the Executive Committee may attend and observe proceedings of the Executive Committee.

Section 10.8 Budgets. Each Standing Committee Chairman shall assist the Treasurer and President in the preparation of the annual budget by submitting a proposed committee budget for approval to the Executive Board prior to the August Board Meeting.

Section 10.9 Expenditures. Committee Chairmen are responsible for submitting all expenditures for their committee to the Treasurer.

Section 10.10 Standing Committees. The Executive Committee will have the following standing committees, whose Chairman serve on the Executive Committee. Each committee shall perform the duties as follows:

a. Membership Committee shall:

1. Consist of a Chairman appointed by the President and members selected by the Chairman.
2. The President shall be an ex officio member of the committee.
3. Greet all members and guests at Guild meetings.
4. Monitor the sign-in procedures at meetings to accurately reflect attendance.
5. Provide information about the Guild to each Guest.
6. The Membership Chairman shall process, and keep current, membership information, dues, and membership cards with the aid of the Committee members.
7. Maintain up-to-date membership roster and distribute to the membership.
8. Maintain the supply of NPQG pins.
9. Present a membership and guest report at the Guild meetings.
10. Disburse membership cards, and Member Guides, to all members, which include a copy of the Guild Bylaws, Member's Roster and NPQG pin.
11. Prepare and submit a budget to the President
12. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

b. Program Committee shall:

1. Consist of a First Co-Chairman appointed by the President.
2. Consist of a Second Co-Chairman appointed by the President.
3. Consist of members selected by the Chairman.
4. The President shall be an ex officio member of the committee.
5. The Co-Chairmen shall jointly plan monthly Guild Programs. The First Co-Chairman is directly responsible for the current fiscal year programs.

The Second Co-Chairman is responsible for the subsequent fiscal year programs.

6. At the conclusion of each fiscal year, the Second Co-Chairman will succeed to the First Co-Chairman and be responsible for the programs planned during their tenure as the Second Co-Chairman.
7. Retain and acquire housing, if necessary, for guest speakers and workshop leaders.
8. Register and collect fees for workshops from members and guests when necessary.
9. If Guild workshops are not filled six weeks prior to the workshop date, the workshops may be opened to the public, and the Program Committee can advertise to fill the workshops.
10. Plan a budget working with the Executive Board, for approval by the Executive Board, before being presented to the general membership.
11. Any commitments to program expenditures outside the current fiscal year must be presented to the Executive Board for approval.
12. All guild-sponsored activities shall be included in the program budget; and shall be administered by the Program Committee, with financial reports submitted to the Executive board.
13. Responsible for set-up of guild meeting space.
14. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

c. Hospitality Committee shall:

1. Consist of a Chairman appointed by the President and members selected by the Chairman.
2. The President shall be an ex officio member of the committee
3. Arrange monthly hostesses and organize supplies for refreshments, decorations, etc.
4. Responsible for take down of guild meeting space.
5. Prepare and submit a budget to the President.
6. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

d. Newsletter Committee shall:

1. Consist of a Chairman appointed by the President and members selected by the Chairman.
2. The President shall be an ex officio member of the committee.

3. Prepare at a minimum, a bimonthly:(August, October, December, February and April) newsletter from gathered information from the guild activities, officers, committee chairman; and members.
4. The newsletter shall contain information regarding guild sponsored activities only.
5. Mail newsletter to all members.
6. Maintain a file of newsletters to be passed on each year.
7. Prepare and submit a budget to the President.
8. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

e. Fundraising Committee shall:

1. Consist of a Chairman appointed by the President and members selected by the Chairman.
2. The President shall be an ex officio member of the committee.
3. The Treasurer shall be a member of the committee.

4. Conceive and coordinate fundraising activities of the Guild under the direction of the Executive Board, to support on-going Guild sanctioned activities:
5. Prepare and submit a budget to the President.
6. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

f. Community Service Committee shall:

1. Consist of a Chairman appointed by the President and members selected by the Chairman.
2. The President shall be an ex officio member of the committee.
3. Select a community service project for the Guild to participate in where the Guild can share our quilting heritage and quilt making skills, subject to approval by the Executive Board.
4. Plan and implement the community service project.
5. Coordinate the community service project with the Program Committee.
6. Prepare and submit a budget to the President.

7. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

g. Sunshine Committee. Consists of a Chairman appointed by the President to maintain a selection of cards to be sent for “Get Well Wishes” and Bereavement. Coordinate memorial donations for guild member’s deceased spouse, father, mother or child.

h. Quilt Show Committee.

1. Shall consist off First Co-Chairman appointed by the President and :members selected by the First Co-Chairman.

2. Consist of a Second Co-Chairman appointed by the President.

3. The President shall be an ex- offico member of the committee.

4. The Second Co Chairman succeeds to First Co-Chairman and is responsible for the subsequent Quilt Show, which she has already begun planning.

5. The Co-Chairmen shall work closely to plan the Quilt Show, however, the First Co-Chairman is directly responsible for the current Quilt Show.

6. The Second Co-Chairman is responsible for the subsequent Quilt Show and shall use their- appointment as a training position to ensure a fluid transition to the next Quilt Show.

7. Responsibilities of the Quilt Show Chairman:

a. Determine Sub-Committees and select Committee chairman.

b. Research and contract for show location, dates, and theme, two years prior to each show, and ensure guild members are notified of this information.

c. Plan and supervise the Raffle Quilt, ensuring the design reflects the theme of the Quilt Show, and present the design for approval to the Executive Board.

d. Plan and maintain a budget with the assistance of the President and Treasurer.

e. Budget and contract for all expenses and submit receipts to the Treasurer.

f. Provide updates to the Executive Board on a regular basis, with regard to expenditures and plans.

g. Provide a written report that evaluates the show and provide recommendations for the future. Compile one copy of all correspondence/forms used in the organizations of the show, and maintain the records, to be passed on to the second Co-Chairman who succeeds the First Co-Chairman.

h. Provide a financial report of the show at the Executive Committee meeting immediately following the Quilt Show for approval before presenting the Quilt Show results to the subsequent meeting of the general membership.

i. Maintain a written record of duties, responsibilities and guild activities to be submitted to the Second Co-Chairman

j. Be an ex officio member of all Quilt Show Committees

8. Responsibilities of the Sub-Committees:

a. All sub-committees report directly to the Quilt Show Chairman.

b. All expenditures must have prior approval of the Quilt Show Chairman, be accompanied by business receipts and submitted to the Quilt Show First Co-Chairman, as the contracting of all expenditures is the responsibility of the Show Chairman.

c. The Quilt Show First Co-Chairman, will appoint the Sub-Committee Chairman, after receiving names of volunteers.

d. Maintain open communication with the Quilt Show Chairman.

e. Maintain written records of duties, responsibilities, and actions to pass on to the Second Co-Chairman at the conclusion of the show.

i. Historian shall:

1. Consist of a Chairman appointed by the President and members selected by the Chairman.

2. The President shall be an ex officio member of the committee.

3. Document the history of the guild's yearly activities to include program activities, fundraising activities, community service activities, the Quilt Show process, induction of new members, and the transition of Corporate Offices.

4. Document noteworthy achievements, accomplished or attained, by guild members through their quilting.

5. On occasion, document guild activities with photography and maintain the photographs with the appropriate written documentation of the event.

6. Prepare and submit a budget to the President.

7. Maintain a written record of duties, responsibilities and guild activities to be submitted to his/her successor.

J. Website Master shall

1. Consist of a person appointed by the President
2. Maintain and update the guild's website, www.npqg.org
3. Prepare and submit a budget to the President.
4. Make payments for the website and domain name and submit the invoices to the treasurer
5. Maintain a written record of duties and responsibilities in the procedure manual to be submitted to his/her successor.

Section 10.11 Ad Hoc Committees. Other committees not having and exercising the authority of the Executive Board in the Management of the Corporation may be designated by a resolution adopted by a majority of the officers present at a meeting at which a quorum is present. The President of the Corporation shall appoint the chairman of any such committee, who may then appoint members to the committee. The President is an ex officio member of any ad hoc committees.

Section 10.12 Quorum. Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members-present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XI. INDEMNIFICATION

Section 11.1 Right to Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason or the fact that; such person is or was a representative of the Corporation or, while a representative of the corporation, is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including, attorney's fees), judgments, fines and amounts paid in settlement

actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

Section 11.2 Advance of Expenses. Expenses incurred by a representative in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by, or on behalf of the officer to repay

Page 17such amount, if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 11.3 Procedure for Determining Permissibility. To determine whether any indemnification or advance of expenses under this Article XI is permissible:

- a. The Executive Board, by a majority vote of a quorum consisting of those parties not party to such action, suit or proceeding, may determine in each case whether the applicable standards in any applicable statute have been met.
- b. The Executive Board shall make this determination concerning all, advances of expenses pertaining to indemnification, and on request of any person seeking indemnification or advance of expenses.
- c. Independent legal counsel may make this determination if the quorum, as defined: in Section 11.3 (a) is not obtainable, or if obtainable the disinterested officers by majority vote direct the decision be made by said legal counsel.
- d. The reasonable expenses of any officer in prosecuting, a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

Section 11.4 Contractual Obligation. The obligations of the Corporation to indemnify an officer under this Article XI, including the duty to advance expenses, shall be considered a contract between the Corporation and such representative, and no modification or repeal of any provision of this Article XI shall affect, to the detriment of the officer, such obligations of the Corporation, in connection with a claim based on any act or failure of occurring before such modification or repeal.

Section 11.5 Indemnification Not Exclusive: Inuring of Benefit. The indemnification and advancement of expenses provided by this Article XI shall not be deemed exclusive of any other right to which one indemnified by be entitled under any agreement, vote of members or directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 11.6 Insurance, Security and Other Indemnification. The Executive Board shall have the power to:

- a. Authorize the Corporation to purchase and maintain at the corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited to do so by Applicable law.
- b. Create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations.

- c. Give other indemnification to the extent not prohibited by statute.

ARTICLE XII: MISCELLANEOUS PROVISIONS

Section 12.1 Fiscal year. The fiscal year of the Corporation shall be fixed by resolution of the Executive Board and the Corporation's financial records. The fiscal year commences July 1 and concludes June 30.

Section 12.2 Audit. The Executive Board shall select an independent certified public accountant to audit the books and accounts of the Corporation for each fiscal year with

Section 12.4 Dissolution. Should the Corporation be dissolved the Executive board shall distribute the funds and assets remaining after payment of all liabilities to one or more nonprofit corporations qualified as tax-exempt under United States Internal Revenue Law.

Section 12.5 Fiscal Limitations

- a. Any expenditure of the Corporation which is in excess of two hundred dollars (\$200.00) must be approved in advance by a majority of the Executive Board.
- b. The withdrawal of funds from any bank account established by the Corporation in the name of the Treasurer shall also require the signature of the President.
- c. A business receipt(s) must be presented to the Treasurer for expenses incurred for the Corporation by members in order to receive reimbursement.
- d. Reimbursement for expenditures must be made within the same fiscal year as the expenditure. Once the Corporation's books are closed, no other reimbursements will be made.
- e. Payments for guild sponsored activities must be made payable to the Corporation. (NPQG)

ARTICLE XIII: AMENDMENT OF BYLAWS

Section 13.1 Amendments. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a fifty-one percent (51%) vote of the Members present at any regular meeting of the members or at a special meeting called for that purpose. Provided however: that at least thirty (30) days advance notice in writing shall have been given to all Members. Such notice to include the text of the proposed amendment or amendments or in the absence of advance notice the text of any proposed amendment or amendments shall be read at two consecutive meetings before a vote may be taken.

By-Law Changes -- August 2019

Appendix

ARTICLE VII: EXECUTIVE BOARD

Section 7.8 Meetings. The Executive Board shall hold regular meetings of the Executive Committee at such time and place as the Executive Board determines, no less than six times per year. Meetings of the Executive Board may be held at any location within or without the Commonwealth of Pennsylvania.

Changed to:

Section 7.8 Meetings: The Executive Board shall hold regular meetings of the Executive Committee at such time and place as the Executive Board determines, not less than five times per year. Meetings of the Executive Board may be held at any location within or without the Commonwealth of Pennsylvania.

ARTICLE IX: OFFICERS

Section 9.3 Vice President. The vice President shall perform such duties as may be assigned by the President, subject to the policies and directions of the Board. In addition, the Vice President shall have the following duties.

- a. Preside in the absence of the President at regular guild meetings, board meeting, and committee meetings.
- b. Serve, on the Nominating Committee as Chairman, Act as liaison between the Guild and the National Quilting Association, Inc.
- c. Responsible for maintenance of the guild's active status – as an NQA Chapter, and ensure that corporation officers dues are paid.
- d. Maintain post office box, and be responsible for collection and distribution of Guild mail.
- e. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

Changed to:

Section 9.3 Vice President. The Vice President shall lperform such duties as may be assigned by the President, subject to the policies and directions of the Board. In addition, the Vice President shall have the following duties.

- a. Preside in the absence of the President at regular guild meetings, coard meetings, and committee meetings.
- b. Serve, on the Nominating Committee as Chairman
- c. Maintain post office box, and be responsible for collection and distribution of Guild mail.

- d. Maintain a written record of duties and responsibilities in the procedure manual, plus guild activities to be submitted to his/her successor.

ARTICLE X EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Add:

- g. Sunshine Committee. Consists of a Chairman appointed by the President to maintain a selection of cards to be sent for "Get Well Wishes: and Bereavement. Coordinate memorial donations for guild member's deceased spouse, father, mother or child.