

**BYLAWS  
OF NORTH PITTSBURGH QUILTERS GUILD**

**A Pennsylvania Nonprofit Corporation**

**ARTICLE I:**            **Name and Location** - The name of this organization shall be North Pittsburgh Quilters Guild, Inc. hereafter referred to as the "Guild". The Guild is incorporated as a Pennsylvania Nonprofit Corporation and is an IRC 501(c)(3) charitable organization.

The location and principal office of the Guild will be in Allegheny County, Commonwealth of Pennsylvania.

**ARTICLE II:**           **Articles of Incorporation** - The Articles of Incorporation were filed on September 19, 1993 with the purpose to provide an agency through which the common interest of its members may be satisfied. To promote fellowship among its members. To further the understanding and knowledge of all aspects of quilting by providing educational opportunities for members through programs and lectures.

**ARTICLE III:**           **Quorum** - At all meetings of the members, Executive Board, Executive Committee and all standing or ad hoc committees, a majority of 35% of the total Membership, Board or Committee, present in-person or virtually, shall constitute a quorum for the transaction of business. If a quorum is not present, in-person or virtually, the business may be tabled until the next meeting, or a vote taken electronically, via email. This vote will count if a quorum of the members, Executive Board or Executive Committee responds to such a vote.

**ARTICLE IV:**           **Membership** - Membership in the Guild shall be open to all persons who are interested in quilting and does not discriminate on the basis of race, color, national origin, age, disability, religion, sexual orientation, and gender identity.

Section 1.        **Members** are those who have paid their dues and agreed to abide by the rules set forth in the policy and procedures manual and bylaws of the Guild. Members will have equal voting rights and equal privileges.

Section 2.        **Termination** of any member may occur upon resignation, failure to fulfill the requirements established in the policy and procedure manual, failure to pay dues or death.

**ARTICLE V:**           **Elections of Officers** - Election of Guild officers and two (2) Members-at-Large shall be held during the annual May meeting. The term of office for elected officers and Members-at-Large shall commence the first day of the fiscal year and run July 1 Through June 30. The Nominating Committee, consisting of the Vice President serving as the Chairperson, and two (2) additional members, shall be responsible for preparing a slate of officer candidates for the following year.

With the exception of the Vice President, Members of the Nominating Committee shall not be eligible for nomination as executive officers or as Members-at-Large in the year of their service on the Nominating Committee.

**ARTICLE VI:**           **Officers and Committees** - The officers of the Corporation are the President, Vice President, Secretary, Treasurer, Members-at-Large and such other officers as the Executive Board deems necessary. The term of office shall be one year except for the Treasurer, which shall be a two year term. Officers may be elected to a second term of one year, but may serve no more than two consecutive years in any one office, except for the Treasurer who may only serve one two year term. All members in good standing are qualified to serve as offi-

cers. The specific responsibilities of each officer are outlined in the policy and procedures manual.

Section 1. Executive Board - The Executive Board shall be the President, Vice President, Secretary, Treasurer, Members-At-Large, and such other officers as the Executive Board deems necessary. Each officer shall have equal rights and duties. The Executive Board shall have the authority to transact any and all necessary business between meetings. Duties of the Executive Board are as follows:

- 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. Review and establish the annual membership dues
- e. Adopt a plan of merger or a plan of consolidation with another corporation
- f. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation
- g. Establish the fiscal year of the Corporation
- h. Select an independent certified public accountant for the independent audit of the financial records every three years
- i. Approve annual budget
- j. Agree upon the dissolution of the Corporation and transact all financial decisions as a result of the dissolution.

Section 2. Executive Committee - The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Members-At-Large, immediate past president and the chairperson of each standing committee.

Section 3. Standing and Ad Hoc Committees - The Guild will establish committees to further the purpose of the Guild. The Chair of each committee will be appointed by the President. The standing committees are as follows:

Membership	Community Service
Program	Quilt Show
Hospitality	Historian
Newsletter	Sunshine
Fundraiser	Webmaster

Responsibilities for each committee are outlined in the policy and procedure manual. Ad Hoc Committees will be formed as deemed necessary by the President. President shall elect a chairman of the Standing and Ad Hoc Committees. Each Chairman will serve a one (1) year term or until the event for which the chairman was elected has concluded.

**ARTICLE VII:** Meetings: Monthly membership meetings will be held in-person or virtual, on the first Tuesday of the month from September through June. 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 determine.

Section 1. Executive Board and Executive Committee Meetings in-person or virtual shall be called by the President, no less than five (5) times annually. Notice and agenda shall be distributed five (5) days prior to the meeting via email. Members not serving on the Executive Board or Committee may attend the meetings or suggest agenda topics.

Section 2. 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.

**ARTICLE VIII:** Annual Budget - The incoming Executive Board in consultation with the outgoing Executive Board, will prepare a budget prior to the September general membership meeting based on the funds available, the previous year's budget and any special events for the upcoming year. The budget will be approved by the Executive Board then presented to the membership for approval and adoption.

**ARTICLE IX.** Liability and Indemnification of Executive Board and Committees- A member of the Executive Board or Executive Committee will not be personally liable for monetary damages for any action taken on behalf of the Guild as long as such action was taken in good faith and reasonably believed to be in the best interest of the Guild. The Guild will indemnify any such person who is a party or is threatened to be a party in any legal action or proceeding, if they acted in good faith and in a manner reasonably believed to be in the best interests of the Guild, consistent with the provision of Pennsylvania law.

**ARTICLE X:** Conflict of Interest - A conflict of interest may exist whenever a financial or other personal interest of a member of the Executive Board or Executive Committee is or may be in direct opposition to that person's duty to act in the best interest of the Guild. No member of the Executive Board or Executive Committee shall participate in any action of the Executive Board or Executive Committee in which a person has a direct financial or other personal interest. A member of the Executive Board or Executive Committee shall recuse from any participation or action with regard to any issue on which they have a conflict of interest.

**ARTICLE XI:** Insurance - The corporation will purchase insurance annually.

**ARTICLE XII:** Amendment of Bylaws - These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority of the members in person and virtual at any regular meeting of the members or at a special meeting called for that purpose. Provided however, that at least fifteen (15) days advance notice in writing shall have been given to all members. Such notice is to include the text of the proposed amendment or amendments.

**ARTICLE XIII:** Dissolution - Should the Corporation dissolve, all liabilities will be paid accordingly. The Executive Board will decide and distribute the funds and assets remaining to one or more non-profit corporations qualified as tax-exempt under United States Internal Revenue Law.

Approved May 2, 2023