

TUCSON QUILTERS GUILD, INC. BYLAWS

The original bylaws were formulated November 14, 1990; amendments up to June, 2024 are incorporated in this text.

ARTICLE I: GOVERNING DOCUMENTS AND MISSION

These By-laws are controlled by the Articles of Incorporation of Tucson Quilters Guild, Inc. adopted on Wednesday, the 7th day of January, 1987. The principal office of the corporation shall be located in Tucson, Arizona.

Section 1: MISSION - THE TUCSON QUILTERS GUILD'S MISSION IS TO PRESERVE AND PERPETUATE THE ART, KNOWLEDGE AND CRAFT OF QUILTING IN THE DESERT SOUTHWEST.

We do this by:

1. Holding regularly scheduled meetings that encourage shared knowledge about quilting
2. Sponsoring classes and lectures about quilting
3. Sponsoring quilt events in our community
4. Providing charitable gifts to our community

Section 2: STATEMENT OF VALUES

We Value:

1. Innovation, creativity and craftsmanship in all styles of quilting
2. Integrity and accountability by being effective in achieving our goals and having accountable leadership that earns trust and the good will of our members and the community
3. Diversity of our membership and the community we serve
4. Education and learning opportunities for our members and our community
5. Sustainability and successorship of our organization
6. Stewardship of financial, social, and environmental resources
7. Charitable giving by our members who donate quilts and other sewn goods to organizations who gift them to those in need
8. Friendship. We are a social organization where building relationships through the art of quilting is valued

ARTICLE II: MEMBERSHIP

Section 1: Membership shall be open to any person regardless of race, national origin, ancestry, disability, gender identity, marital status, color, age, religion, gender (sex), sexual orientation, familial status.

Section 2: Guild membership is limited to full members and honorary members.

A: A full member:

- Is entitled to one vote in the affairs of the corporation
- Is entitled to receive the current and all past monthly Newsletters
- Is required to pay the full annual dues
- Is expected to work one shift at the annual quilt show
- May enter quilt(s) in the annual quilt show
- Is eligible to hold elected or appointed office in the Guild
- Is entitled to access the Guild library
- Is required to purchase and/or sell 1 12-ticket packet of Opportunity Quilt tickets.

B: Honorary membership may be awarded for outstanding service to the Guild. Names of proposed honorary members shall be presented first at the business meeting for discussion and approval, and second voted upon by the general membership. Honorary members are lifetime members and are entitled to the privileges of full membership, but do not pay dues.

Section 3: Membership is terminated if dues are unpaid by April of the current membership year.

Section 4: Any member who believes the activities of another member, or prospective member, to be detrimental to the purposes of the Guild may bring such activities to the attention of the Board of Directors in writing. The Board will consider the matter and determine whether further action is necessary. Membership of a current member may be terminated only after:

- 1) The member has been given written notice by the Board
- 2) The member is given thirty (30) days to respond in writing
- 3) The Board of Directors presents the matter to the membership at the general meetings for a vote
- 4) Approval by a simple majority of those present is required for expulsion, provided a quorum is present (Article V, Section 3, A). At the discretion of the Board of Directors renewal of membership may be denied to a person who has been removed for cause.

ARTICLE III: DUES

Section 1: The annual membership year is January through December. Dues will be required of each member payable at or before the April general meeting. The amount of dues will be decided on or before October at the general meetings and will not be pro-rated for members throughout the year.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of nine elected officers as follows: President, Vice-President, Recording Secretary, Treasurer, two Program Co-Directors, two Quilt Show Co-Directors, and Membership Director.

Section 2: A simple majority of the Board will constitute a quorum for Board decisions.

Section 3: The annual fiscal meeting shall be held on or before the final Friday in May. The purpose of this meeting is to review the proposed budget for the forthcoming year. The meeting attendees shall consist of the general membership for their approval and vote at the June meetings.

Section 4: At the July business meeting the outgoing President, Board of Directors and Committee Chairs will transfer to the incoming Board of Directors and Committee Chairs the following: Guild equipment, including all laptop computers and software; Guild administrative documents, including, but not limited to, Guild Articles of Incorporation, current Guild By-laws, job descriptions for elected officials and standing committees, and annual committee reports, notes and documentation from that term.

Section 5: A Special meeting of the Board of Directors may be called by the President or any two Board Directors in the event a decision is required prior to the next scheduled meeting.

Section 6: A Director may not be removed from office except upon the establishment of misfeasance, malfeasance, or nonfeasance as determined by a simple majority vote of the Board of Directors. Said decision must be affirmed by a simple majority vote of the members at the next general meetings, provided a quorum is present.

1. Misfeasance is wrongdoing; doing of a lawful act in an unlawful manner, so that there is an infringement on the right of another or others.
2. Malfeasance is wrongdoing or misconduct, especially in handling public affairs.
3. Nonfeasance is failure to perform a duty.

Section 7: Any Director of the Guild who misses three (3) business meetings in a fiscal year for reasons other than an excused absence as approved by the President or Vice President may be removed from office. An election will be held to fill that position for the remainder of the term other than as provided by in Article VI. An acting Director shall be appointed by the board in the interim.

ARTICLE V: MEETINGS

Section 1: Time and place of the Business meeting and the General meetings shall be announced in the Guild newsletter.

Section 2: A Business Meeting of the Board of Directors and Standing Committee Chairs is open to all members; said meeting should be held at least monthly prior to the general meetings at a place and time designated by the Board of Directors.

A: A quorum for business meetings will consist of a simple majority of the Board of Directors.

B: Business meetings will include approval of minutes, financial reports and such other business deemed necessary by the presiding officer or that which is brought up from the floor. Decisions affecting the Guild, other than those described in Article V, Section 2C may be voted upon by the Board of Directors and Standing Committee Chairs provided a quorum is present, as described in Article V, Section 2A.

C: Decisions may be made at the business meeting on all Guild matters except the following:

- Amendments to the Articles of Incorporation or the by-laws (Article IX, Section 1)
- Major decisions on Guild projects (i.e. whether to have a quilt show)
- Monetary disbursements exceeding \$1000 that are not covered in an approved budget (Article IV, Section 3)
- Election of officers (Article VIII, Section 4)
- Determining amount of dues (Article III, Section 1)
- Election of Honorary members (Article II, Section 2, B)
- Approval of proposed budgets (Article IV, Section 3)
- Removal of a Director from office as recommended by the Board of Directors (Article IV, Section 6)
- Termination of membership as recommended by the Board of Directors (Article II, Section 4)

Section 3: The General Meetings will be held at a place and times designated by the Board of Directors.

A: A quorum for the general meeting shall consist of one quarter of the membership. For purposes of voting, the evening meeting shall be treated as an adjunct meeting. Members not attending will be allowed to vote by proxy providing the proxy ballot is received by the Recording Secretary, by delivery by US Postal Service or by email prior to the Wednesday morning General meeting at which the announced voting is to take place. The proxy ballot must contain the member name, address, phone number, and Guild member number.

B: The general meetings will include reports from Committees. The presiding officer reports decisions made at the business meeting, other business as deemed necessary and any business brought up from the floor. Special programs or demonstrations and show-and-tell by members may be a part of the general meetings.

C: Major Guild decisions listed in Article V, Section 2 C, will be made at general meetings.

Section 4: A business meeting or a general meeting may be cancelled or rescheduled by a majority vote of the Board of Directors.

ARTICLE VI: OFFICERS

Section 1: The elected officers of the Guild shall consist of President, Vice-President, Recording Secretary, Treasurer, two Program Co- Directors, two Quilt Show Co-Directors and Membership Director.

Section 2: The term of office shall be one 2-year elected term of office except for the following positions:

- The office of President shall be filled in year two by the Vice-President Elect
- The office of Quilt Show Chair shall be filled in year two by the Quilt Show Co-Chair Elect
- The office of Program Chair shall be filled in year two by the Program Co-Chair Elect.

There is no term limit if the person serving is meeting the criteria of their job description and is in good standing with the Board of Directors. If an elected official cannot serve the full 2-year term, the Board may appoint someone to fill the remainder of their term.

Section 3: Elections for a Quilt Show Co-Director, Programs Co-Director and Vice-President are to be held annually. It is recommended that in even numbered years elections will be held for the offices of Recording Secretary, Treasurer, and Membership Director.

Section 4: The DUTIES AND RESPONSIBILITIES of officers shall be as follows and as may be required or directed by the Guild Guidelines.

A: PRESIDENT – To preside over all meetings, to be an ex-officio member of all committees except the nominating committee, to appoint or dismiss committee chairmen with the approval of the Board of Directors, to coordinate the work of appointed committees and act as liaison with other textile groups or with community authorities.

B: VICE-PRESIDENT: To perform the duties of the President in the temporary absence of that officer. The Vice President shall form and oversee a by-laws committee to initiate an annual review of By-Laws and Guidelines for all Board and Committee chair positions, appoint an audit committee, and preside over either the daytime or evening meetings in the absence of the President. In the event of a vacancy in the office of President, the Vice-President automatically becomes President, and a new Vice-President shall be elected.

C: RECORDING SECRETARY: To keep a written record of all meetings, to keep official copies of the Articles of Incorporation and By-laws and record changes to the official documents as made by the membership, to make notification available to the general membership of said changes.

D: TREASURER: To take custody of all money received by the Guild, to deposit funds promptly in the Guild's bank account(s), to disburse all funds by check to cover Guild obligations, to keep a record of all funds received and disbursed and complete a treasurer's report monthly, to file appropriate annual tax documents, and to submit to an annual financial audit. To chair the Finance Committee. The Treasurer will be bonded annually.

E: PROGRAM CO-DIRECTORS: To plan and facilitate programs, demonstrations, or workshops.

F: QUILT SHOW CO-DIRECTORS: To appoint and coordinate sub-committees for annual quilt show.

G: MEMBERSHIP DIRECTOR — To manage the membership database, collect membership applications and dues, collect guest fees, distribute rosters, organize new member gatherings. The Membership Director shall form and oversee a committee to assist in performing the membership activities. Activities shall include providing information to prospective members and new members, reviewing applications for membership, accepting dues, obtaining and assigning sponsors for new members as needed, assisting with the New Member Gathering, and assisting with the preparation and distribution of membership lists.

ARTICLE VII: STANDING COMMITTEES

Section 1: The following Standing Committees shall be appointed by the President, with the approval of the Board of Directors.

A: Librarian – To keep records and make available to members books and other resources held in the Guild library.

B: Historian – To keep a record of Guild activities and Quilt Shows and storage of historical documents. Maintains records of charity quilts.

C: Quilting For Others – To coordinate charitable activities

D: Corresponding Secretary - To handle correspondence as directed and act as Recording Secretary in the temporary absence of that officer.

E: Bees – To keep a record of dates, places, and contact information for bees.

F: Newsletter – To publish and distribute a monthly newsletter.

G: Hospitality - to seek opportunities for fellowship and nurturing quilting friendships within the Guild.

H: Finance Committee – Chaired by the Treasurer, all committee members will have professional expertise and or experience in finance. This committee will report to the Board its recommendations on any major financial decisions regarding Guild investments that affect Guild operations.

I: Audit Committee – formed and overseen by the Vice President to administer the internal financial audit at the end of each 2 year term of the Treasurer. The Committee shall consist of three non-Board Guild members who will conduct the audit according to established procedural guidelines.

J: Project of the Month – To create quilt related projects that are shared with the membership.

K: Technology - Research technology solutions compared to costs and benefits and provide technical support for existing software and hardware. To oversee Guild investments in technology solutions.

Section 2: Additional Committees, temporary or permanent, may be appointed as needed for special events or activities.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

Section 1: The election of officers shall take place annually at the June meeting. Any member (Article II) shall be eligible for any office with the exception of Treasurer where a background in finance or accounting is required. In the event multiple candidates are nominated for the same position, the candidate with the greatest number of votes shall be elected.

Section 2: A nominating committee of three shall be named by the Vice President by the January business meeting, term of office will be for one (1) election cycle. The committee will select at least one nominee for each elective office and will present their slate at the April business meeting.

Section 3: The slate will also be presented at the ~~March~~ April general meeting, and the Vice-President will call for additional nominations from the floor. If there is more than one candidate for any office, a secret ballot will be taken for that office. The slate will also be published in the ~~March~~ May newsletter.

Section 5: In the event of a vacancy in any elective office during the term, the Board will appoint someone to fill the vacancy.

ARTICLE IX: AMENDMENTS

Section 1: These By-laws may be amended, repealed or altered in whole or in part by a simple majority vote of the full members present at the general meetings of the Guild, provided the proposed changes have been presented and discussed at a business meeting, presented at the next general meetings, published in the next month's Guild Newsletter, and finally, voted on at the following general meetings.

ARTICLE X: FUNDS AND FISCAL YEAR

Section 1: The fiscal year of the Guild shall be July 1 to June 30.

Section 2: This Corporation is not a profit-making organization, nor is it founded with the expectation of making a profit. This corporation shall use its funds only for the objects and purposes specified in the Articles of Incorporation and these By-laws.

Section 3: To perpetuate the Grants Fund (aka the Restricted Fund) investment, a minimum of 10% of all income generated from the Fund will be reinvested in the principal amount designated for the Grants Fund.

Section 4: All Checks and Monies offered for purposes of donations to charity shall be made out to TQG and any checks to the charity are written from the Guild Treasury.

Section 5: Persons taking custody of all money received by the Guild, shall deposit funds promptly in the Guild's bank account(s), shall disburse all funds by check to cover Guild obligations, shall keep a record of all funds received and disbursed and complete a Treasurer's report monthly, file appropriate annual tax documents, and to submit to an annual financial audit.

ARTICLE XI: INDEMNIFICATION

Section 1: The Guild shall indemnify, to the maximum extent permitted by A.R.S. §§10-3850 et seq., any person who is a party or is to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, or any threatened, pending or completed action, suit or proceeding by or in the right of the Guild to procure a judgment in its favor, by reason of the fact that he or she is or was a Director, officer, advisor or employee of the Guild or is or was serving at the request of the Guild as a Director, officer, advisor or employee of any other organization, entity, association, partnership, joint venture or other enterprise, against expenses (including, without limitation, attorney's fees), against judgments and fines, and against amounts paid on settlement to the extent permitted by law. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Guild in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law. Notwithstanding the foregoing, however, neither this provision nor any other provision of these by-laws shall eliminate or limit the liability of a director, officer, advisor or employee of the Guild for any of the following:

- (a) The amount of financial benefit received by a director to which the director is not entitled;
- (b) Intentional infliction of harm on the Guild or the members;
- (c) A violation of Arizona Revised Statutes §10-3833; or
- (d) An intentional violation of criminal law.

Section 2: The Guild may, to the full extent then permitted by law and authorized by the directors, purchase and maintain insurance on behalf of any director, officer, advisor or employee against any liability asserted against and incurred by any such person in any such capacity, or acting out of his or her status as such whether or not the Guild would have the power to indemnify such person against such liability.

ARTICLE XII: POLICY ON CONFLICT OF INTEREST

Section 1: Conflict of Interest. No member of the Board of Directors of the Guild or any of its committees, or any Officer of the Guild, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Guild. Each individual shall disclose to the Guild any personal interest that he or she may have in any matter pending before the Guild and shall refrain from participation in any decision on such matter. If an individual member of the Board of Directors or any of its committees has a question about a possible conflict of interest, such member shall seek the Board's advice.

Section 2: Purpose. The purpose of this Policy is to ensure that the deliberations and decisions of the Guild are made in the interests of, and to protect, the Guild and the public when the Guild is contemplating entering into a transaction that might benefit the private interest of an interested person (as defined below), including a director, officer, committee member or employee of the Guild. An interested person may not use his or her position with respect to the Guild, or confidential corporate information obtained by him or her relating to the Guild, in order to achieve a financial benefit for himself or herself or for a third person. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to nonprofit corporations.

Conflict of interest issues may arise from a variety of sources including, but not limited to, employment, professional relationships, personal business interests, activities and investments, familial or friendship relations, and/or other circumstances. When these potential conflict of interest situations arise, they must be reported to the President of the Guild for discussion and resolution by the Board of Directors in accordance with this Policy and appropriate law. Page 9 In connection with any actual or potential conflicts of interest, an Interested Person (as defined below) must disclose the existence of his or her Financial Interest (as defined below) and all material facts to the Board of Directors and to members of committees with Board-delegated powers concerning the proposed transaction or arrangement.

Section 3: Definitions. The following terms shall have the following meanings when used in this Policy on Conflict of Interest:

A. "Interested Person." Any member of the Board of Directors, any Officer of the Guild or any participant on a committee with Board- delegated powers who has a direct or indirect financial interest as defined below, or who sits on a Board of a potential recipient having a direct or indirect financial interest, as defined below.

B. "Financial Interest." A person or potential recipient has a financial interest if the person or recipient has, directly or indirectly, through business, investment or family:

(i) An ownership or investment interest in any entity with which the Guild has a transaction or arrangement, or

(ii) A compensation or payment arrangement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation or payment arrangement with, any entity or individual with which the Guild is negotiating a transaction or arrangement, or

(iv) An existing or potential ownership or investment interest in, or compensation or payment arrangement with, any entity whose business or operation has been or will be directly affected by a decision or action of the Guild.

C. "Compensation." Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 4: Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of the conflicting interest (actual or possible), the existence of his or her Financial Interest, and all facts known to the Interested Person that an ordinary prudent person would reasonably believe to be material to the Board of Directors and to participants on committees with Board delegated powers who are considering the proposed transaction or arrangement. With respect to any particular matter then pending before the Guild, each member of the Board of Directors and each Guild officer shall disclose to the Board:

(i) matter that could reasonably be considered to make the Director or officer an Interested Person; or

(ii) Any relationship or other factor that could reasonably be considered to cause the Director or officer to be considered an Interested Person. When otherwise requested by the Board of Directors, and at least annually, each member of the Board of Directors and each Guild officer shall promptly submit a statement to the Board setting forth all business and other affiliations that relate in any way to the business and other affiliations of the Guild. Also at least annually, each Director, officer, and participant on a committee with Board-delegated powers shall sign a statement which affirms that such person:

- (i) Has received a copy of this Policy on Conflicts of Interest;
- (ii) Has read and understands the Policy; and
- (iii) Has agreed to comply with the Policy.

Section 5: Determining Whether a Conflict of Interest Exists. A Financial Interest is not necessarily a conflict of interest. An Interested Person who has a Financial Interest has a conflict of interest only if the Board of Directors or the applicable committee, after appropriate inquiry and consideration, determines that a conflict of interest exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the Board of Directors or committee meeting while the determination of whether or not a conflict of interest exists is discussed and voted upon. The remaining members of the Board of Directors or committee shall decide if a conflict of interest exists. In so determining, the deciding body shall consider the relevant Arizona statutory and case law authority thereon as applied to the facts and circumstances under consideration. Among the factors to be considered are whether the Interested Person or a related person (as defined by Arizona law) to such Interested Person:

- (i) Is a party to the transaction; or
- (ii) Has a beneficial financial interest in or is so closely linked to the transaction and of such financial significance to the Interested Person or a related person that the interest would reasonably be expected to exert an influence on the Interested Person's judgment if he/she were called on to vote on the transaction.

Section 6: Procedures for Addressing Transactions When a Conflict of Interest Exists. The President of the Board of Directors or Chairperson of a standing committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement involving a conflict of interest. An Interested Person may make a presentation concerning the transaction or arrangement at a Board of Directors or committee meeting but, after such presentation, he/she shall leave the meeting during the discussion, deliberation of, and the vote on the transaction or arrangement involving the conflict of interest. The Board of Directors or committee shall exercise due diligence and determine whether the Guild can, with reasonable efforts, obtain a more advantageous transaction or arrangement from an alternate person or entity that would not give rise to a conflict of interest before voting on such transaction or arrangement. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors and otherwise in compliance with applicable Arizona law whether the

transaction or arrangement is in the Guild's best interest and for its own benefit, and whether the transaction Page 11 is fair and reasonable to the Guild, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination. The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

(i) The names of any 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 Board's or committee's decision as to whether a conflict of interest, in fact, existed; and

(ii) The names of the persons who were present for discussion, deliberation and vote 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 vote taken in connection therewith. If the Board of Directors or a committee has reasonable cause to believe that an individual has failed to disclose an actual or possible conflict of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the response of the individual and making such further investigation as may be warranted under the circumstances, the Board of Directors or committee determines that the individual has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Any member of the Board of Directors or of a committee who has a personal material interest in an issue being decided by the Board of Directors or the committee may not deliberate or vote on questions relating to that issue.

ARTICLE XIII: DISSOLUTION

Section 1: Upon a two-thirds (2/3) vote of dissolution by full members present at a general meeting, the Tucson Quilters Guild, Inc., will be dissolved and assets liquidated according to the Articles of Incorporation provided that all members have been notified in writing at least thirty (30) days in advance of the vote.

ARTICLE XIV: GENERAL GUIDELINES

Section 1: In instances where these By-laws are not complete enough to decide an issue, Roberts Modern Rules of Order will be followed.

Section 2: All elected positions, standing committees and Quilt Show subcommittees will have written job descriptions, which shall become part of the Guild administrative documents.

ARTICLE XV: FORCE MAJEURE

Section 1: Directors of the Tucson Quilters Guild both jointly and severally will not be liable for any failure or delay in performing and obligation under these by-laws that are due to any of the following causes, to the extent beyond their reasonable control: acts of God, accident, riots, war, terrorist act, epidemic, pandemic, quarantine, civil commotion, breakdown of communication facilities breakdown of web host, breakdown of internet services provider, natural catastrophes, governmental acts or omissions, changes in laws or regulation, national strikes, fire, explosion, generalized lack of availability of raw materials or energy. A majority of the Board of Directors can invoke the 'Force Majeure Clause'.

As soon as conditions permit, normal bylaws and activities of the Tucson Quilters Guild will resume.
(Present to membership March 2021. Approved by membership April 2021.)

ARTICLE XVI – CERTIFICATION

The undersigned, being the duly elected Secretary of the Corporation, does hereby certify that the foregoing By-Laws were amended and approved by the Board of Directors of the Corporation at a duly held meeting of the Board on (date) and adopted by the General Membership at a duly held meeting on (date)

Signed: Joline Albaugh

Date: June 1, 2024

APPENDIX : MAJOR CHANGES TO THE BY-LAWS

June 2024: Elimination of term limits, change in election cycles and term duration, elimination of Member-At-Large and Grants Director positions from the Board.