

# Friendship Star Quilters, Inc. By-Laws

Revised June 2016

## I. NAME

The name of the organization shall be FRIENDSHIP STAR QUILTERS, INC. (hereinafter "FSQ" or "the guild").

## II. PURPOSE

The purpose of FSQ shall be:

- to provide a meeting place for beginners as well as experienced quilters to exchange ideas and techniques as they are related to patchwork and quilting;
- to encourage members through fellowship, lectures, demonstrations, workshops, general meetings, and a newsletter;
- to carry on any purpose for which an organization may be exempt from federal taxation under Section 501 of the Internal Revenue Code of 1986, as amended (the "Code"); and,
- with respect to all of the foregoing purposes, to carry on only religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c) of the Code, or the corresponding provision of any future United States Internal Revenue law.

## III. MEMBERSHIP

- A. The membership of FSQ is open to any person in agreement with the stated purpose of the guild upon payment of dues. The membership committee will maintain the membership list.
- B. Dues shall be established by vote of the membership at the annual meeting, upon recommendation of the Executive Board and a 30-day notice in the newsletter.
- C. Members whose dues are not paid by September 15 and who have been duly notified shall not be listed in the FSQ directory.
- D. New members joining between January 1 and May 31 will pay half the yearly dues.

## IV. OFFICERS AND THEIR DUTIES

- A. The elected officers shall be President, Vice President, Treasurer, and Secretary. They shall be elected at the annual meeting in June for a term of

one year. No officer may serve more than two (2) successive terms. Two people may share an office, e.g. co-presidents are allowed.

B. Duties of the elected officers shall be:

1. **PRESIDENT:** The President shall preside at meetings of the general membership and Executive Board, appoint chairpersons of committees, and have such usual powers of management and supervision as may pertain to the office.
2. **VICE PRESIDENT:** The Vice President shall assist the President and assume the duties of the President in the President's absence. The Vice President shall also be charged with carrying out such administrative duties as the President assigns.
3. **TREASURER:** The Treasurer shall be the custodian of FSQ funds and shall collect all monies, deposit them in the FSQ account, and disburse funds as directed by the Executive Board. The Treasurer shall keep proper records of all disbursements and receipts. The Treasurer shall prepare an end-of-year balance sheet and proposed budget at the end of the fiscal year to present to the Executive Board at its June meeting. The Treasurer shall prepare and file all required government forms in a timely manner. The Treasurer will assume the duties of the President in the absence of the President and Vice President.
4. **SECRETARY:** The Secretary shall be recording officer and shall conduct the correspondence of FSQ as directed by the Executive Board, and record the legal minutes of general meetings and Executive Board meetings. The Secretary will assume the duties of the President in the absence of the President, Vice President, and Treasurer.

**V. FISCAL MATTERS**

- A. No officer shall obligate FSQ to any contracts or expenses without the approval of at least one other elected officer. No officer may approve an expenditure exceeding an amount to be determined by the board without the approval of one other elected officer. All contracts obligating FSQ shall be signed by two elected officers.
- B. Two (2) signatures shall be required on all checks exceeding an amount to be determined by the board. The checking account shall have three (3) authorized signatories (President, Treasurer, and one other member of the Executive Board).

- C. In the event there are co-officers for an elected position, both may be signatories/approvers.
- D. An annual audit will be performed by two (2) FSQ members who are not members of the Executive Board. The audit will be completed before the books are delivered to a new Treasurer (or mid-term in the case of a continuing Treasurer).
- E. The fiscal year of the guild is June 1 – May 31.

## **VI. MEETINGS**

- A. FSQ shall meet monthly at a time and place established by the Executive Board. The Executive Board may cancel or add meetings as needed.
- B. The June meeting of FSQ shall be the annual meeting for purposes of electing officers, and conducting such other official business of the organization as may be appropriate and necessary.
- C. A quorum shall consist of twenty percent (20%) of the membership of the guild. Decisions shall require a simple majority of those present.

## **VII. EXECUTIVE BOARD and COMMITTEES**

- A. The Executive Board shall consist of the elected officers, chairpersons of any current special committees (such as the Quilt Show), and chairpersons of the following standing committees: Membership, Newsletter, Programs, Facebook, and Website.
- B. The Executive Board shall be responsible for setting policy and for negotiating and acting upon the business of the guild.
- C. The Executive Board shall meet at a time and place established by the President.
- D. Officers and committee chairpersons are responsible for keeping a record of the duties of their jobs, documenting the year's activities, and transferring these records to their successors to ensure continuity of the organization.
- E. A quorum of the Executive Board must include at least two elected officers plus 20% of the remaining Executive Board members. Passage of a motion requires a simple majority of those present.
- F. A Nominating Committee shall be appointed by the Executive Board in April, and shall consist of at least three (3) members. It shall be the duty of the Nominating Committee to prepare a list of candidates for office and to secure their permission to be nominated. Nominations will be invited from the

general membership at the May meeting. Election shall be by ballot if more than one candidate is nominated for an office. If only one candidate is nominated for each office, election shall be by voice vote.

- G. The immediate past President and Vice President shall be “ex officio” members of the Executive Board.

### **VIII. BY-LAWS**

- A. The By-laws may be amended at any meeting of FSQ by a two-thirds (2/3) vote of those present, provided that the amendment has been communicated to the members at least 30 days before the meeting at which the vote will be taken.
- B. Where the By-laws are silent, the current version of Robert’s Rules of Order will prevail.

### **IX. CONFLICT OF INTEREST**

- A. Whenever a member of FSQ has a financial interest in any matter coming before the FSQ Executive Board or the general membership for a vote, the affected person shall fully disclose the nature of the interest and withdraw from voting on the matter.
- B. Any transaction, contract, or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Executive Board members determine that it is in the best interest of FSQ to do so.
- C. The minutes of meetings at which such votes are taken shall record the disclosure, the member’s abstention, and the rationale for approval.