

Pine Tree Quilters Guild, Inc.
Organized May 1978
Incorporated November 1979

BYLAWS

ARTICLE I - Name

The name of this guild shall be the Pine Tree Quilters Guild, Inc., a not-for-profit corporation incorporated under 13-B M.R.S.A., Maine Non-Profit Corporation Act.

ARTICLE II - Purpose

The purpose of this corporation shall be educational to:

- A. Bring together Maine quilt enthusiasts in fellowship and sharing.
- B. Advance the appreciation of quilts, old and new.
- C. Promote high quality productions.
- D. Promote knowledge in techniques of quilting.
- E. Sponsor and support quilting activities.
- F. Encourage the care and preservation of quilts.
- G. Help to raise the status of quilting in Maine.
- H. This corporation shall not take any action or carry on any activity not permitted to be carried on by an organization exempt under Section 501(c) (4) of the Internal Revenue Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - Membership

- A. Membership is open to all persons interested in quilting upon payment of annual dues.
- B. Membership shall run from October 1 to September 30. (Membership 1/26/08)
- C. Dues: Yearly dues are determined by vote of the guild membership. Each year members' dues shall be forwarded promptly to the PTQG, Inc. Membership Committee. Individual members (floaters) not affiliated with a chapter must send their dues to the PTQG, Inc. Membership Committee.
- D. Obligations: Each member agrees to:
 1. Abide by these Bylaws.
 2. Pay the annual dues.
- E. Charter Membership: A Charter Member shall be a person who has paid the annual dues before May 19, 1979.
- F. Privileges:
 1. Each member shall receive the Pine Tree Quilters Guild, Inc. newsletter.
 2. Only members shall be permitted to sell products or supplies at the guild's activities, except commercial suppliers of quilting supplies upon payment of the appropriate fee. These activities shall include the annual quilt show and/or other activities as sanctioned by the General Board.
 3. Pine Tree Quilters Guild, Inc.'s 'judged quilt contests' shall be open to all entrants, members and nonmembers, who meet the quilt show general guidelines. Nonmembers will be required to pay a higher fee.
 4. Pine Tree Quilters Guild, Inc. may affiliate with other guilds or organizations with common interests, upon vote of the membership at a Members' Meeting.

ARTICLE IV - Meetings of Members

- A. Meetings shall be held three (3) times a year, in January, May (April, effective 2014) and September; the September meeting shall be the Annual Meeting (Membership 1/31/09).
- B. Meetings shall be held in a central location except at the discretion of the General Board.
- C. Special meetings may be called by a vote of the Executive Committee or the General Board. The subject matter of all special meetings shall be specified in the notice to members and only those matters so specified shall be acted on at the meeting.
- D. Sixty (60) members shall constitute a quorum for all business. When a quorum is present at any meeting, a two-thirds majority of those present at said meeting shall decide any votes taken at such meeting except as otherwise provided by law or these Bylaws.
- E. The secretary shall notify all members of the regular and/or special meetings of the guild and shall specify the place, date and time of such meetings via newsletter.

ARTICLE V - Officers of the Corporation; Executive Committee

- A. Officers of the corporation shall be nominated and elected at the Annual Meeting of the guild held in September of each year or any meeting held in place thereof as provided by law. Nominees for each office shall be elected by majority vote (paper ballot if necessary). Officers shall enter into their offices on October 1st following the said Annual Meeting (Membership 1/31/09). Officers of the corporation shall include the president, vice-president(s), secretary, treasurer and four directors-at-large. These officers shall be known as the Executive Committee. The term of office for each shall be two years. The term of the president, 2nd vice-president, secretary, and first and third directors-at-large shall expire in years ending with an even number; the term of the 1st vice-president, treasurer and second and fourth directors-at-large shall expire in years ending with an uneven number. No officer may serve more than three (3) consecutive terms in the same office. Election of the initial Executive Committee was held at the meeting held in May 1984 and shall be held annually thereafter.
- B. The Executive Committee shall be responsible for the management and control of property, finances, business and educational affairs of the corporation. The Executive Committee will act for and in the name of the corporation. All action taken by the Executive Committee will be reported to the General Board via minutes.
- C. Duties and Responsibilities of Officers:
 - 1. **President:** The president shall be elected by the members and shall be the chief executive officer of the corporation, and, when present, shall preside at all meetings of the members, the General Board, and the Executive Committee. The president shall sign all bonds, deeds, mortgage agreements, leases and contracts, and shall have care and custody of the valuable papers and documents of the corporation; shall appoint committee chairpersons; and shall perform other duties as the General Board shall designate. The president shall also have the power to endorse checks and notes of the corporation along with the treasurer.
 - 2. **Vice-President(s):** In the absence of the president or in the event of death, inability or refusal to act, the 1st vice-president or in her/his absence, the 2nd vice-president, shall perform the duties of the president, and when so acting, shall have

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all the powers and be subject to all restrictions upon the president. The vice-presidents shall perform such other duties as from time to time may be assigned by the president or the General Board.

a. The 1st vice-president shall serve as chairperson of the Guest Workshop / Program Committee and shall publicize, via newsletter and web site, the guest workshops and programs for the three (3) Members' Meetings.

b. The 2nd vice-president shall serve as chairperson of the Mini-Grant / Loan Committee.

3. **Secretary:** The secretary shall keep accurate records and minutes of all meetings of the members, the General Board and the Executive Committee, and shall perform such other duties and have such other powers as the General Board shall designate. In the secretary's absence at any meeting, a secretary pro tempore shall act in the secretary's capacity. Such secretary or secretary pro tempore shall be sworn to faithful discharge of her / his duties.

4. **Treasurer:** The treasurer, subject to the order of the General Board, shall have the care and custody of the funds of the corporation, and shall exercise, under the supervision of the General Board, all the powers and duties commonly incident to this office including the power to sign and issue checks on behalf of the corporation and shall give bond in such form and with such sureties as shall be required by the General Board. The treasurer shall deposit all funds of the corporation in such bank or banks, trust companies, or with such firm or firms doing a banking business as the General Board shall designate, and may endorse for deposit or collection all checks and notes payable to the corporation. The treasurer shall keep accurate books of account of the corporation and together with all its property shall be subject at all times to the inspection and control of the General Board. The records of the corporation shall be audited by an independent auditor annually and before the seating of each new treasurer. The treasurer shall serve as chairperson of the Budget / Finance Committee.

Assistant Treasurer: The assistant treasurer works with the treasurer in the fulfillment of the duties of the office of treasurer and acts on behalf of the treasurer in her absence. The position is appointed by the president and is not a voting member of the Executive Committee or the General Board unless acting in place of the treasurer. (Membership 9/9/06)

5. **Directors-at-Large:** The directors-at-large shall serve as liaison between the membership and the General Board and shall perform such other duties as from time to time may be assigned by the president or General Board.

D. **Indemnification of Executive Committee:** Each person who shall be or shall have been an officer of this corporation shall be indemnified by this corporation against all liabilities and expenses at any time imposed upon or reasonably incurred in connection with, arising out of, or resulting from any action, suit, or proceeding commenced or threatened by reason of serving or thereafter having served as an officer of this corporation at the time any or all of such liabilities or expenses shall be imposed or incurred. The treasurer of the annual quilt show shall be bonded during the time she/he handles money in the name of Pine Tree Quilters Guild, Inc.

E. **Meetings:** The Executive Committee shall meet as necessary to carry out the functions of the corporation. Meetings of the Executive Committee shall be held at such places either within or without the State of Maine, and at such time or place either within or

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without the State of Maine, whenever called by the president, notice thereof being given to each officer by the secretary/president, upon notice sent by any means of communication not less than ten (10) business days before meeting, or at any time without formal notice, provided all officers are present or those not present shall at any time waive or have waived notice thereof. Such special meetings shall be held at such time and place as the notice thereof or waiver shall specify.

- F. Quorum: A simple majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a two-thirds majority of the members present shall decide any questions brought before such meetings except as otherwise provided by law or by these Bylaws. Unless otherwise provided by the Articles of Incorporation or Bylaws, any action required by the Maine Non-Profit Corporation Act to be taken at meetings of the Executive Committee may be taken without a meeting of all the Executive Committee, as the case may be, providing said absent Executive Committee members sign written consent setting forth the action to be taken, at any time before or after the intended effective date of such Executive Committee Meetings, as the case may be, and shall have the same effect as a unanimous vote.

ARTICLE VI - General Board

- A. The General Board shall be composed of the Executive Committee as outlined in Article V, the chairperson of each Standing Committee as outlined in Article VIII, and Area Representatives as outlined in Article VI. B. The officers shall be: president, vice-president(s), secretary, treasurer and four directors-at-large as noted in Article V. A. The General Board shall meet at least three (3) times yearly and always prior to a membership meeting.
- B. Area Representatives shall be elected / appointed by the membership of the area in which they reside. The geographical boundaries of such areas may be changed from time to time by the General Board as conditions warrant.
- C. Quorum: A simple majority of the members of the General Board shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a two-thirds majority of the members present shall decide any questions brought before such meetings except as otherwise provided by law or by these Bylaws. Unless otherwise provided by the Articles of Incorporation or Bylaws, any action required by the Maine Non-Profit Corporation Act to be taken at meetings of the General Board or of a committee of the General Board, may be taken without a meeting of all the General Board or all the members of the committee, as the case may be, providing said absent General Board or committee members sign written consent setting forth the action to be taken, at any time before or after the intended effective date of such General Board Meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

ARTICLE VII - Resignations, Removals, and Vacancies

- A. Any General Board member of the corporation may resign at any time by giving written notice to the president. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the General Board.

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- B. Any officer may be removed at any time for just cause on the vote of the majority of the members at any Members' Meeting, upon recommendation of the General Board.
- C. If the office of any General Board member of the corporation becomes vacant by reason of death, resignation, removal, disqualification, or otherwise, the General Board may by vote of a two-thirds majority of a quorum, choose a successor or successors to fill the unexpired term, or the president may appoint successor(s) until such time as the General Board meets.

ARTICLE VIII - Standing Committees

The chairperson of each committee shall be appointed by the president, subject to the concurrence of the General Board, or as otherwise provided by the Bylaws. The term of office shall be for two years to coincide with the term of the president. Committee chairpersons may appoint committee members, and shall make a report of the committee's activities at each General Board Meeting. Standing Committees are as follows: Budget / Finance, Bylaws / Procedures, Guest Workshop / Program, Historian, Library Resources, Membership Registrar / Records, Newsletter, Quilt Show Advisory, Special Events, and Web Site (Membership 5/2/09). Special Committees may be appointed by the president as necessary.

- A. The Budget / Finance Committee shall be responsible for recommending use of funds to the General Board. The Budget / Finance Committee shall submit a proposed operating budget to the General Board at the fall General Board Meeting. This budget is to be printed in the December newsletter and voted on at the January Members' Meeting for the year ahead.
- B. The Bylaws / Procedures Committee shall be responsible for reviewing the Bylaws and updating the Bylaws and Procedures Manual.
- C. The Guest Workshop / Program Committee shall plan workshops and programs with guest presenters for the guild membership and for the three (3) Members' Meetings each year.
- D. The Historian shall maintain the archives of the guild.
- E. The Library Resources Committee shall hold and distribute the library materials of the guild.
- F. The Membership Committee Registrar / Records shall keep accurate records of members annually for current and historical purposes.
- G. The Newsletter Committee shall be responsible for compilation, publication and distribution of the newsletter.
- H. The Quilt Show Advisory Committee has oversight of the annual PTQG, Inc. quilt show, Maine Quilts, and provides direction, guidance and supervision for the Maine Quilts Coordinator(s) and show committees. This committee reports directly to the PTQG, Inc. General Board.
- I. The Special Events Committee shall plan and / or carry out special events for the guild from time to time as necessary.
- J. The Web Site Committee shall be responsible for maintaining and updating the web site.

ARTICLE IX - Seal/Logo

- A. The seal of this corporation shall consist of a flat faced circular die with the following words and figures cut and engraved thereon: Pine Tree Quilters Guild, Inc. 1979, Maine.

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- B. All Pine Tree Quilters Guild, Inc. documents shall include the logo. Use of the logo shall be at the discretion of the General Board.

ARTICLE X - Amendments

The Bylaws of the corporation may be amended, added to, or repealed only by a two-thirds majority of the members of this corporation constituting a quorum pursuant to Article IV, Section D, provided notice of the proposed change is given in the Pine Tree Quilters Guild, Inc. newsletter immediately preceding the meeting.

ARTICLE XI - Donations, Bequests, Income

All sums received, whether through donations, bequests, sales, annual dues, rent or investments, may be applied to current expenses or added to the general fund, except that benefactors may make donations or bequests for specific purpose(s) as accepted by the General Board.

ARTICLE XII - Prohibition of Private Profit

Should the corporation cease to carry on its activities, any assets remaining after all contracts, leases and agreements have been completed shall be distributed in accordance with Article XIII. No part of the net profit or earnings of the corporation shall inure to the benefit of or be distributable to its members, General Board, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth herein.

ARTICLE XIII - Dissolution

In the event this corporation is dissolved, the General Board, after paying or making provisions for payment of all liabilities of the corporation, shall dispose of all remaining assets in such manner or to such organizations as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the General Board shall determine.

ARTICLE XIV - Parliamentary Authority

Business shall be conducted according to Robert's Rules of Order, Revised.

Revised February 12, 1984; Adopted May 19, 1984
Revised March 7, 1987; Adopted September 12, 1987
Revised June 17, 1989; Adopted September 23, 1989
Revised March 17, 1990; Adopted May 12, 1990
Revised March 19, 1994; Adopted May 14, 1994
Revised June 20, 1998; Adopted September 12, 1998
Revised March 17, 2001; Adopted May 5, 2001
Revised October 19, 2002; Adopted January 25, 2003
Revised October 16, 2004; Adopted January 29, 2005
Revised June 10, 2006; Adopted September 9, 2006
Revised June 9, 2007; Adopted September 8, 2007
Revised October 27, 2007; Adopted January 26, 2008
Revised October 25, 2008; Adopted January 31, 2009
Revised March 14, 2009; Adopted May 2, 2009
Revised March 17, 2012; Adopted May 5, 2012