

**BY-LAWS OF THE EVENING STAR QUILT GUILD
Of North Shelby County/Birmingham, Alabama**

Statement of our organization:

The first meeting of the Evening Star Quilt Guild was held on Monday, September 21, 1998, at the Helena Public Library. Charter members were Becky Wammack, Rachel Ivey, Alisha Horton, Resa Culpepper, Candy Suther, Sheryl Simpson, Roxie Elliott, Kathy Sumrall, Sheryl Colle, Stacey Grammer, Deborah Fillmer, and Meg Simle.

Article I. NAME

This organization shall be called Evening Star Quilt Guild.

Article II. PURPOSE

The purpose of the Guild shall be to promote the love of quilts; to encourage and preserve the art of quilts and quilting; and to contribute friendship, knowledge, and encouragement to others.

Article III. MEMBERSHIP

Section 1. Eligibility. Membership is open to all persons interested in quilts and quilting.

Section 2. Visitors. Visitors may attend 2 regular meetings of the Guild free. On the third attendance, dues must be paid, and membership established.

Section 3. Membership. A benefit of obtaining membership is to attend workshops, classes, Friday night drive-in, piecemakers events, etc. If someone is not a member and would like to attend a member-only event, they must pay the event cost plus membership fees.

Section 4. Donations. Each member is encouraged to donate quilts to a qualified charity such as Project Linus and/or Quilts of Valor.

Section 5. Anti-Discrimination. No person shall be discriminated against because of race, color, religion, age, national origin, sex (including gender identity, sexual orientation, and pregnancy), disability or genetic information. We are to be compliant with any current EEOC anti-discrimination policies.

Section 6. Denial of Membership. The Board reserves the right to deny membership to anyone if two thirds vote of the Board is obtained.

Section 7. Expulsion of Member. Any member may be expelled from the Guild by two thirds vote of the Board if that member acts in any manner which:

- A. tends to interfere with operations of the Guild,
- B. engages in the theft of the property of the organization or of its members,
- C. uses the name of the organization with intent to defraud,
- D. engages in criminal or unlawful activity during Guild sponsored activities, or
- E. creates a threatening situation.



Any and all dues paid will not be refunded. An expelled member may petition the Board for reinstatement giving reasons for their violations. The Board, by two thirds vote, may grant reinstatement by placing member on a probationary period to be decided by the Board. Once a member completes the probation in a satisfactory manner, he/she will be reinstated with full voting rights.

Article IV. DUES

Section 1. Date. The payment of annual dues shall be due at the January meeting and will be considered late after the March meeting.

Section 2. Members. Dues of renewing members shall be the full amount of the annual dues, regardless of the month of renewal.

Article V. MEETINGS

Section 1. Regular Meetings. The Guild shall meet once each month unless otherwise designated by the board.

Section 2. Change of Meetings. The board may change the date of any regular meeting when necessary.

Article VI. OFFICERS, EXECUTIVE COMMITTEE and BOARD

Section 1. Officers. The elected officers of the Guild shall be President, Vice President Programs, Vice President-Special Events, Secretary, Treasurer, and one Director. These officers shall compose the Executive Committee.

Section 2. Election. The officers shall be elected by a majority vote of the members present at the November Guild meeting, shall be installed at the December meeting, and shall assume their duties at the end of the December Guild meeting.

Section 3. Qualification of Officers. All officers must be Guild members in good standing. Good standing is defined as: having membership dues paid, participating in guild activities, shall be a member for at least one full year from date immediately prior to joining, attending at least 75% of guild meetings, and having all library dues, if any, paid in full.

Section 4. Terms. The President shall be elected for a term of one year only and shall be eligible to serve two consecutive terms. All other officers shall be elected for a term of one year but may serve more than two consecutive terms.

Section 5. Executive Board. The Executive Board (Board) shall consist of the Executive Committee (the elected officers), the immediate past president (who serves as Parliamentarian and Chair of the Bylaws Committee), and the standing committee chairs or co-chairs. Any ESQG member in good standing may attend a Board meeting. Anyone may voice an opinion at the Board meeting. One third of the number of persons – not positions – on the Board shall constitute a quorum for the transaction of business. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the board unless a greater number is required by these bylaws. Each office and standing committee are entitled to one vote on the Board; however, each person regardless of how many offices or committee chairs held is only entitled to one vote.

Section 6. Action by Consent in Lieu of Meeting. The Executive Committee may take action on behalf of the Board without a meeting if: 1) ALL members of the Executive Committee who are entitled to vote consent to the action in



writing or by electronic methods such as fax or email; 2) the action is reported to the Board and Guild members at the next scheduled meetings; and 3) a copy of each consent is filed with the minutes of the Board. This allows the Executive Committee to rapidly respond to issues that may arise and require decisions before a regularly scheduled meeting of the Board or Guild.

Section 7. Vacancies. If an officer position is vacated, the Board will fill the vacancy.

Section 8. Removal of Officer. In the event that any officer is unwilling or unable to fulfill his/her responsibilities, the Board, by a two-thirds vote, may place a motion for his/her removal before the general membership. In the event that a duly elected officer cannot complete the term of office, whether by removal or resignation, the Board shall appoint a member to carry out the term of office.

Section 9. Duties of the Officers and Committee Chairs. All guild officer and committee chairs shall report directly to the President of the guild and shall attend the Board meetings prepared to discuss the agenda and plans for their office or area of responsibility. These individuals shall make the Board, or the President at the very least if privacy is an issue, aware of their activities and plans for their office (both short term and long term), particularly if guild funds shall be used to facilitate these activities. All officer and committee chairs are expected to assist the Treasurer in preparation the guild budget by providing him/her with an estimate of funds they anticipate needing for the year, and the Board subsequently votes on the budget. Therefore, each person should be aware of the annual budget as it pertains to their office. If an officer or committee chair anticipates needing more funds than are allocated to them for any reason, a request for additional funds must be brought before the Board and voted on Prior to the activity requiring such funds. Any unapproved spending which exceeds budgeted amounts may not be reimbursed.

- A. President. The President shall call all meetings; shall preside at all Guild, Executive Committee and Board meetings; shall appoint all Standing Committee Chairs; shall serve as ex-officio member of all Standing Committees; and shall sign checks in the absence of the Treasurer.
- B. Vice President-Programs. The Vice President-Programs shall preside in the absence or at the request of the President at Guild and Board meetings and has the responsibility of securing a program for each month of the Guild year, shall be responsible for logistics associated with the monthly programs including setting up the room for each meeting according to the meeting requirements, and presenting a gift to the outgoing president.
- C. Vice President-Special Events. The Vice President-Special Events shall be responsible for logistics associated with the special events including setting up the room according to the requirements of the speaker /presenter; negotiating contracts with speakers; making arrangements for out-of-town speakers, including lodging, transportation and meals; and securing an alternative location for the program if attendance is expected to exceed the limitations of the normal meeting place.
- D. Secretary. The Secretary shall keep the records of the Guild and board meetings; and shall conduct general correspondence of the Guild. The Secretary of the Guild shall provide a copy of the minutes of the Guild meeting to the newsletter for publication before the next scheduled meeting.
- E. Treasurer. The Treasurer, with input from the Board, shall prepare the budget; shall make monthly and annual reports to the Guild; shall prepare and file any required city, county, state or federal tax documents or licenses. Any funds collected should be turned over to the Treasurer, or to the Treasurer's representative, to be deposited no later than 21 days from receipt.
- F. Director. The Director shall be a member of the Board whose purpose is to represent the Guild as a whole. This officer shall bring concerns or issues before the Board that may have been voiced by a Guild member, and shall vote according to the wishes of the Guild.



Article VII. COMMITTEES

Section 1. Special Committees. Special Committees shall be formed by Parliamentary Procedure; these committees are Nominating and Bylaws.

- A. Nominating Committee. The Nominating Committee shall consist of three members. The Nominating Committee shall nominate at least one eligible person for each office and present the slate at the October Guild meeting. Additional nominations, with the permission of the one being nominated, may be made from the floor at the November meeting prior to the election. A member of the Nominating Committee may not be nominated for an elected position in the Guild. If someone serving on the Nominating Committee seeks to run for an elected position, they must first resign from the Nominating Committee and the resulting vacancy on the Nominating Committee must be filled. The Nominating Committee should strive to put as many interested names on the ballot as possible.
- B. Bylaws Committee. The immediate past president shall head the Bylaws Committee and bring any recommended changes or amendments before the Board and the membership according to due process.

Section 2. Standing Committees, The President shall appoint all Standing Committee Chairs and shall serve as ex-officio member of all Standing Committees. The Standing Committees can be changed by a majority vote of the Executive Board. Additional committees may be assigned by the board as defined in the policies and procedures guidelines with voting rights as determined by the board.

Section 3. Duties of the Standing Committees. All activities and decisions made on behalf of the Guild are subject to Board approval.

- A. Librarian Chairperson. This Chairperson will maintain books and videos that are the property of the Guild and will keep records of lending of said materials to members of the Guild.
- B. Membership Chairperson. The Chairperson shall greet visitors and keep a list of all visitors and member at each meeting and introduce the visitors to the membership. He/She shall contact prospective members and give prospective members information about the Guild. They shall provide temporary nametags for visitors and supply the membership packets/dues to the Treasurer for new members. Addresses of visitors and new members are to be given to the Newsletter Committee after the Guild meeting.
- C. Newsletter Chairperson. The Chairperson shall obtain pertinent information from any Officer, Committee Chairperson, or member and compile and publish a newsletter. Included in the newsletter shall be the monthly program and a supply list, if needed, the minutes of the last Guild meeting, and the Treasurer's report.
- D. Quilt Show Chairperson. The Chairperson of the quilt show will coordinate the dates, times, and location of the show and organize sub-committees as needed for assistance.
- E. Cuddle Quilt Chairperson. The Chairperson shall collect cuddle quilts from the guild membership and track the number of quilts received and member in participation the endeavor. He/she shall be responsible for making sure the membership is familiar with the specifications, if any, required by certain organizations receiving the quilts, as well as familiarize the membership with any rules in place for guild drawings regarding prizes, etc. to encourage participation in this event. The guild has historically donated its cuddle quilts to Project Linus, but if a member would like to make a different suggestion as to where the cuddle quilts will be distributed, the member may make the suggestion to the Cuddle Quilt Chairperson to be submitted to the board, or may approach the board him/herself, for investigation and approval of said suggestion and, pending board approval, to be voted on by the membership of the Guild.
- F. Web Page Chairperson. The domain name of the Evening Star Quilt Guild will be owned and maintained by the Guild and shall not be the responsibility of any one member. Any individual or business wanting to advertise on the website will pay a fee to be determined by the Board. The chairperson shall obtain pertinent information from any Officer, Committee Chairperson, or member and compile, publish, and



update the web site in a timely manner.

- G. Fundraiser Chairperson. This committee shall bring to the Board the proposal for an annual fundraiser for majority approval. The committee will monitor the planning, execution and completion of the selected fundraiser. They shall oversee the income, expenses and recordkeeping related to the fundraiser and will provide the treasurer with all collected monies and receipts.
- H. Travel and Retreat Chairperson. Committee shall bring before the board, place, time, and cost of proposed travel plan and/or retreat for majority approval. Committee shall oversee all plans for meals, classes, and housing of the proposed event.
- I. Property Custodian Chairperson. The Custodian shall be responsible for keeping an inventory of all guild property, including such information as a description of each item, when the guild acquired it, the approximate value of it, how the guild came to possess it (whether the guild purchased it or if it was a gift), if the item was a gift, who donated it, if the item was purchased, from where it was bought and a copy of the receipt if possible. Also, the Custodian should know at all times where these items are-if they are being stored in a particular place such as someone's home, or if a guild member is borrowing it for some reason and how long they have had it. The Custodian should be able to obtain any property of the guild whenever it is needed by the guild, because they should know at all times where the property is. They should keep as accurate and descriptive records as possible in case the guild finds itself in a situation where it needs to distinguish its property from someone else's.

Section 4. Ad Hoc Committees. The President may appoint ad hoc committees and a chairperson for such committee from time to time as deemed advisable. Each ad hoc committee shall be appointed for a specific purpose or purposes, shall confine its activities to the accomplishment of the purpose or purposes for which created, and continue as needed or shall be discharged upon completion of the duties for which it was created.

Article VIII. AMENDMENTS

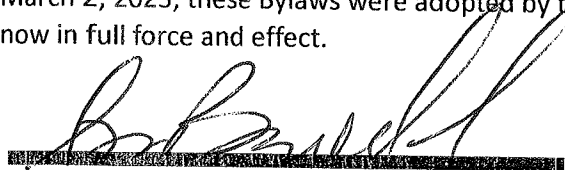
These Bylaws may be amended or revised, or overruled upon the recommendation of the Board, or by a two-thirds majority vote of the members present at a regular Guild meeting; providing notice of the proposed change has been made at the previous meeting or in the current Newsletter. Once adopted through due process, these Bylaws replace any earlier versions.

Article IX. DISPOSITION OF FUNDS

In the event of the dissolution or disbanding of the Evening Star Quilt Guild, any and all funds remaining in the treasury of the Evening Star Quilt Guild will be turned over to another educational, tax-exempt quilt guild, or to a charitable organization. The recipient organization will be determined, upon the recommendation of the Board, by a majority vote of the members present at a regular Guild meeting.

Article X. The revisions made in October 2006, September 2013 and November 2019 were absorbed into the March 2023 re-write.

I, Suzanne Brazell, Secretary of the Evening Star Quilt Guild, do hereby certify that at the meeting of the Guild held on March 2, 2023, these Bylaws were adopted by the affirmation vote of the majority of the members present and are now in full force and effect.


Suzanne Brazell, Secretary