

Kitsap Quilters By-Laws  
Approved June 28, 2011

**By-Laws of Kitsap Quilters**

A Charitable Organization Organized Under the Laws of the State of Washington.

**Article I. Name and Location**

- Section 1. This organization shall be known as Kitsap Quilters.  
Section 2. The organization shall be based in Kitsap County in the State of Washington.

**Article II. Purpose and Goals**

- Section 1. The purpose of this organization is to promote and stimulate knowledge of quilting among its members and in the community.  
Section 2. This organization shall engage in charitable and educational programs and shall remain in compliance with current laws of the State of Washington and with the Internal Revenue Tax Code 501(c)(7).

**Article III. Membership**

- Section 1. Membership in Kitsap Quilters is open to all persons interested in the activities and goals of this organization and who desire to be an active participant.  
Section 2. Rights and Privileges:
- Members shall be eligible to elect officers, vote on amendments to the By-Laws and Standing Rules, and on any motion that comes before the membership in a regular or special meeting, and shall receive monthly newsletters.
  - Members shall pay annual dues in the amount specified in the Standing Rules of this organization. (See Standing Rules Article VI.)
  - No member shall receive a reduction or waiver of fees for any Kitsap Quilters event.
  - Members may receive reimbursement for approved expenditures made by them on behalf of the organization and in accordance with reimbursement procedures.
  - Guests may attend two monthly guild meetings without payment of dues. Thereafter, they will be encouraged to become members and to pay appropriate dues.

**Article IV. Dues**

- Section 1. The amount of annual dues shall be determined by the Executive Board and approved by the membership. The current amount of annual dues shall become part of the Standing Rules with any proposed changes to be made based upon the notification and voting procedures as stated in the Standing Rules. (See Standing Rules Article VI.)  
Section 2. Annual dues are payable each September and will be considered delinquent if unpaid by October 31.  
Section 3. New members, joining February 1<sup>st</sup> through August 31<sup>st</sup>, shall pay one-half of the designated annual dues.  
Section 4. Members renewing late are responsible for the full amount of annual dues.

**Article V. Meetings**

- Section 1. Regular meetings of the membership shall be held on the fourth Tuesday of each month with the exception of November and December. These meetings shall be held the Tuesday prior to, or following, the respective holiday weeks.  
Section 2. The annual meeting of this organization shall be held in August.  
Section 3. A quorum at general meetings shall consist of members present and voting.  
Section 4. Special meetings of the membership may be called by the Executive Board. If such meetings are called for the purpose of voting on revisions to the By-Laws, or dissolution of the organization, no less than half of the current membership shall constitute a quorum. No less than three days notice must be given in writing prior to the convening of a special meeting.

## **Article VI. Officers**

- Section 1. Officers.  
Officers of this organization shall be President, President Elect, Vice President, Secretary, and Treasurer.
- Section 2. Election of Officers.
- No later than the June meeting, a nominating committee shall be appointed to select a list of nominees for the offices of President, President Elect, Vice President, Secretary, and Treasurer for the upcoming term.
  - The slate of nominees shall be presented at the July regular meeting and voted upon at the annual meeting in August. Additional nominations may be made from the floor at the August meeting provided the nominee has granted prior consent.
- Section 3. Terms of Office:
- The terms of Elective Officers shall commence as of the September meeting and be in effect for one year.
  - Officers shall not be required to serve more than two consecutive terms in the same position. This provision may be waived in the absence of a new candidate, and with the agreement of the continuing officer.
- Section 4. Vacancies:
- In the event that the President is unable to complete the term of office, the President Elect shall become President. The unexpired term of the President Elect shall be filled by an appointment made by the Executive Board.
  - Replacements for vacancies occurring in the offices of Vice President, Secretary or Treasurer shall be appointed by the Executive Board.

## **Article VII. Duties of Officers**

- Section 1. Duties of the President.  
The President shall:
- Preside at all regular meetings of Kitsap Quilters and at all meetings of the Executive Board.
  - Appoint all Standing Committees.
  - Appoint Special Committees as necessary.
  - Be authorized to issue checks on the organization's account.
  - Serve as an ex-officio member of all committees with the exception of the Nominating Committee.
  - At the conclusion of the President's term she/he shall convene an orientation meeting of the out-going Board with the newly elected Board members. This meeting shall occur no later than the October regular meeting.
  - The newly elected President shall convene an orientation meeting of all standing committees no later than October, at which time, updated notebooks containing responsibilities and duties will be distributed to all incoming chairs.
- Section 2. Duties of the President Elect.  
The President Elect shall:
- Preside at meetings in the absence of the President, or at her/his request.
  - Assume the office of President in the event that the President is unable to complete the term.
  - Assist the President in appointing all Standing Committees.
  - Assist the President in appointing Special Committees as necessary.
  - Assume the office of President the year following her/his election as President Elect.
- Section 3. Duties of the Vice President.  
The Vice President shall:
- Chair the Program Committee and coordinate with the Education Committee.

Section 4. Duties of the Secretary.

The Secretary shall:

- Keep written records of all meetings of Kitsap Quilters and of the Executive Board. The minutes of the Kitsap Quilters monthly meetings shall be published in the following month's newsletter and/or read at that meeting. The minutes shall be signed and dated and a copy retained in the organization's permanent files.
- Report recommendations and actions of the Executive Board.
- Conduct correspondence of the organization as requested.
- Keep By-Laws and Standing Rules current for reference.

Section 5. Duties of the Treasurer.

The Treasurer shall:

- Receive and manage all monies received in the name of Kitsap Quilters.
- Pay all financial obligations on behalf of Kitsap Quilters from the organization's checking account and when such obligations are submitted by approved voucher with receipts.
- Make a financial report at each meeting of the Executive Board and of the membership.
- Have the most recent bank statement reconciled and all books in order and shall submit the books for annual audit by the Auditor at the close of the officer's term, upon change of the Treasurer, or at the request of the organization or its Executive Board.
- Be present both days of the annual quilt show to set up the cash boxes, provide change, and make periodic collections of gate receipts, raffle quilt coupon sales, and from the Food Court. In the absence of the Treasurer, the Quilt Show Chair will delegate a member to perform these duties at the quilt show.
- File, or cause to be filed, all forms on behalf of Kitsap Quilters as required by State and Federal law to maintain compliance with tax exempt status under the current tax code 501(c)(7).

### **Article VIII. Executive Board**

Section 1. The President, President Elect, Vice President, Secretary, Treasurer, and Immediate Past President shall constitute the Executive Board of Kitsap Quilters.

Section 2. The Executive Board shall:

- Govern Kitsap Quilters and meet a minimum of four times annually.
- Conduct all matters requiring immediate attention on behalf of Kitsap Quilters.
- Make decisions for non-budgeted expenditures of monies to the amount of \$250.
- Appoint an Auditor, no later than August, for the following year. The Auditor will conduct an audit of the Treasurer's books at the end of each term and as needed or as requested by the Executive Board or by the membership.
- Appoint and disband all committees.
- Initiate activities, negotiate contracts and spend funds relating to Kitsap Quilters activities.
- Officers shall maintain accurate up-to-date records and information relative to their office and pass such records on to the persons succeeding them in office.

Section 3. The current President, along with the President Elect, Treasurer, Immediate Past President and Immediate Past Treasurer, shall draw up the annual budget which shall be approved by the Executive Board and be presented to the membership by the November meeting.

Section 4. Officers shall receive no compensation, wages, or reduction or waiver of fees for any Kitsap Quilters sponsored events for duties performed as an officer.

Section 5. Officers may receive reimbursement for expenditures related to the administration of their office when submitted by voucher with receipt/s to the Treasurer.

Section 6. No officer may sign a check, drawn on the organization's account, that is payable to her/himself.

Section 7. Historical records shall be maintained and appropriately stored for future reference.

### **Article IX. Committees**

- Section 1. Standing Committees of the organization shall be: By-Laws and Standing Rules, Christmas Block Exchange, Doll Quilts, Education, Fabric Exchange, Fall Retreat, Gadget Library, Guilt Auction, Historian, Holiday Pot Luck, Hospice, In House Quilt, Kitsap Cuddles, Library, Membership, Newsletter, Nominating, Picnic, Program, Quilt Show, Quilt Show Challenge, Raffle Quilt, Raffle Quilt Coupon Sales, Scholarship, Small Groups, Spring Retreat, Sunshine and Shadow, and Webmaster.
- Section 2. The term of office for Committee Chairs shall be one year. Chairs shall not be required to serve more than one term in the same position but may do so in the absence of a replacement candidate and providing they are willing to continue.
- Section 3. Committee Chairs shall receive no compensation, wages, or reduction or waiver of fees for any Kitsap Quilters sponsored events for duties performed as Committee Chair. Committee Chairs may receive reimbursement for authorized expenditures related to the administration of their office when submitted by voucher with receipt/s to the Treasurer.

### **Article X. By-Laws and Standing Rules**

- Section 1. New By-Laws may be adopted, and these By-Laws may be amended or repealed, by a two-thirds majority vote of the membership present at a regular meeting; provided that the proposed amendment or amendments, shall be submitted in writing and read at the previous monthly business meeting, and/or been published in the Kitsap Quilters newsletter prior to the meeting at which the voting is to occur.
- Section 2. The Standing Rules of the Kitsap Quilters may be amended at any regular meeting of the organization by a majority of the membership attending that meeting; provided that the proposed Standing Rule shall be submitted in writing and read at the previous monthly business meeting, and/or been published in the Kitsap Quilters newsletter prior to the meeting at which the voting is to occur.

### **Article XI. Dissolution**

Any proposal to dissolve Kitsap Quilters must be submitted in writing to the Executive Board. The Board must provide written notice to the membership and a two-thirds majority vote of the members present at a meeting is required for approval. Written notification shall be given to all members of the organization.

In the event the Kitsap Quilters should dissolve, all equipment and property owned by Kitsap Quilters shall be sold to the highest bidder and the proceeds of the sale, together with any funds on hand, shall be used to pay any outstanding debts of Kitsap Quilters. The remaining funds shall be contributed to one or more charitable organizations to be selected by a vote of the Executive Board. The charitable organization/s named must be ones approved by the Internal Revenue Service.