

## BYLAWS

(Adopted: March 3, 2022)

The **Standing Rules** direct the administration of the organization. They are more flexible than **Bylaws** and are adopted by the membership as a need arises. **Standing Rules** are procedural, **Bylaws** are parliamentary.

### I. NAME

- a. The name of this organization is All In Stitches Quilt Guild. (AIS) herein.
- b. Board of Directors – “BOD” herein
- c. [Standing Rules](#) – “SR” herein
- d. [Core Values](#) – “CV” herein
- e. [All In Stitches Guild Roles & Responsibilities](#) – “RR” herein
- f. [AIS Board Decisions](#)

### II. PURPOSE

- a. AIS Quilt Guild involves itself with the art of quilting and related needle arts. This is accomplished by providing quality education and participating in community service projects within their surrounding community. AIS Quilt Guild exercises the powers enumerated in, WASHINGTON STATE Title 24.03A RCW CORPORATIONS AND ASSOCIATIONS (NONPROFIT) by maintaining quality standards in the pursuit of said crafts.

### III. MEMBERSHIP, DUES, MEETINGS

- a. MEMBERSHIP: Membership is defined as all persons who pay current annual dues as specified in the Standing Rules. Guild Core Values are an expected behavior guideline C. for all members. Membership can be revoked at any time due to gross violation of the Core Values and without refund of dues.
- b. DUES: Dues are for a twelve-month period January 1 to December 31. Dues are payable January 1 through March 31. Members rejoining or members paying late will pay the full annual rate. Members aged 80 years or older are granted free lifetime membership, given a “Golden Needle” card and are to be considered active members with all the rights and responsibilities of active members.
- c. MEETINGS: AIS guild meetings are open to members, their guests, and the public. A drop-in fee may apply, which is not applicable to annual dues.

### IV. BOARD OF DIRECTORS, OFFICERS, AND TEAM LEADERS

- a. The Board of Directors (BOD) will be composed of up to 7 voting members: The President, Vice President, Secretary, Treasurer, Education, Marketing and Publicity, Membership Services. No person shall have more than one vote on the BOD at a time.
- b. The Roles and Responsibilities of the BOD are to develop AIS policies, to set the organization’s plans in line with the President’s overall vision, and to ensure that the activities of the committees are mission driven, vision oriented and operating with the core values. Responsibility for the execution of plans in compliance with AIS policies lies with each of the Board of Directors that oversee all the areas.
- c. The BOD shall meet a minimum of 6 (six) times annually. A schedule of time, location and minutes should be posted on the website members only page. This can be a closed meeting due to sensitive discussion, but results and decisions are published in the minutes.
- d. The BOD approves the annual budget proposed by the Treasurer.
- e. Removal of any officer, leader, or board member (elected or appointed) may be removed by the BOD whenever, in its judgment, such action will serve the best interest of the organization. Such removal will require an affirmative vote of a majority of the entire BOD. And must be accompanied by documentation explaining the violation. No hearsay will be accepted.
- f. Term limits do not exist. Positions are held until resignations or removal.
- g. Officer elections will be held as needed and take office when enough time has allowed for training and transitional planning.
- h. BOD can appoint any Special or standing committees when needed: making clear the objective of such committee or team.
- i. Board of Directors, Officers and Team Leaders may not accept individual gifts, gratuities, or gifts in kind, from an outside individual, group, or organization, for executing the task(s) of said offices. If such occurs, returning said compensation is required and dismissal of the officer is possible, but not required, provided guidelines will be adhered to thereafter. Funds of the organization cannot be spent for individual gifts or celebratory activities unless for entire guild, teams, or committees. Thank you, cards are an acceptable item. Payments and gratuities are acceptable upon BOD approval.

- j. The Past President may mentor for up to Three (3) months. The past president shall not have a board vote.

## **V. NOMINATIONS AND VACANCIES**

- a. Nominations
  - 1. Nominations to the BOD can be submitted by any member in good standing and submitted prior to the general membership vote.
- b. Vacancies
  - 1. In the event of a vacancy in the office of President, the Vice-President shall have the first option to become the Interim President and the vacant office of Vice-President shall be filled as soon as reasonably possible.
  - 2. Vacancies will be addressed immediately by an emergency nominating committee and filled as soon as possible. Qualified nominations are more important than a time frame.

## **VI. PERMANENT RECORDS**

- a. All records, reports, previous minutes, etc. of the AIS organization will be kept on the AIS owned electronic Storage and backed up on 2 sources.
- b. Papers of significance: State and Federal documents, tax forms, Articles of Incorporation, Insurance Policy, Bond documents, and Membership Rosters will be kept indefinitely.

## **VII. VOTING**

- a. The Bylaws of AIS may be amended/reviewed when the BOD deems necessary and ratified by a two-thirds ( $\frac{2}{3}$ ) favorable vote of the members in attendance at the meeting provided the amendment has been submitted twice in advance in writing via email body, attachment and published to the website.
- b. Voting is allowed by sealed ballot in person, by phone (when under duress or out of town only) or timestamped via email prior to the meeting at which the vote is to occur. An electronic vote, via google forms, may apply and findings will be published asap.
- c. Standing Rules may be changed by the BOD whenever deemed necessary. Input from the membership may be submitted and a decision report shall be recorded in the BOD decision document and communicated to the guild membership.
- d. Time sensitive matters requiring immediate attention may be introduced to the BOD by contacting any Board Director. An immediate meeting may be called.

## **VIII. QUORUM**

- a. Quorum for Board is  $\frac{2}{3}$  of the sitting Board of Directors.
- b. A show of hands during a guild meeting is permissible for non-rule/policy, inquiries.
- c. Co-Directors for leadership are discouraged due to the delegation structure of our organization.
- d. When the BOD deems a mailed, email, text, or phone proxy vote is appropriate, the proxy vote must be Post Office postmarked by 3 days prior to the guild meeting where the vote will take place or email time stamped by start of guild meeting or when vote is taken.
- e. A majority of the favorable vote of members in attendance at the general membership meeting is required for Bylaw changes, and BOD positions.
- f. Open BOD positions are voted on by whomever sends in or fills out a ballot. No quorum needed.
- g. BOD Quorums are needed for all BOD policy and standing rules decisions.

## **IX. DISSOLUTION**

- a. Upon dissolution of AIS, all liabilities will be paid with remaining AIS funds regardless of appointed budgets.
- b. The BOD is responsible for:
  - 1. Removing all names and signers of the funds from all bank accounts and closure of all accounts and debit cards
  - 2. Update all media outlets including Websites and Facebook pages.
  - 3. Update all government offices to file all necessary documents of dissolution.
  - 4. Closure of the PO Box.
- c. The remaining BOD will be responsible for the Assets of AIS shall be disposed of exclusively for charitable and/or educational purposes, provided the organization qualifies as a tax-exempt organization under the IRS code in effect at that time. Recipient organization shall be voted on by the remaining BOD.