



ST. ANDREW BAY QUILTERS' GUILD, Inc. BYLAWS **(Revised MAY 8, 2025)**

Article 1: General Provisions

The name of this organization is the St. Andrew Bay Quilters' Guild, Inc., (SABQG) a not-for-profit corporation in the state of Florida. The fiscal year of the corporation is June 1 to May 31 of the following year. The purpose of the corporation is to further the education of guild members and the public in the folk art of quilts and quilting and to stimulate interest and creativity for the continuous development of this unique art form. The corporation will serve as a source of information and inspiration in quilting and related arts through the education of its members and the public in general by means of exhibitions, lectures, demonstrations, training programs, and workshops, and charitable donations.

Article 2: Membership

Section 1: The corporation is a membership organization. Members must have a voice in the running of the corporation. Membership is open to all people interested in the purpose of the organization.

Section 2: Annual dues are due by June 1st and delinquent after July 1st. New members joining the guild after November 30 must pay one-half the yearly dues. Thereafter, renewing members are not eligible for half-year memberships.

Section 3: The corporation must keep a record of all members and have available a directory of members. The directory must not be used for commercial purposes.

Article 3: Meetings

Section 1: The corporation must hold an Annual General Membership Meeting in the month of May unless otherwise agreed upon by the Board of Directors and notice given to members at least 30 days in advance. The meeting must include: 1. Installation of officers 2. Membership vote to approve the new budget 3. Membership vote to approve by law changes

Section 2: General membership meetings are held twice a month, one in the daytime and one at night. When a month has a combined membership meeting, only one meeting is to be scheduled. Board of Directors meetings must be held monthly at a regularly scheduled time and place. The President may call a Special Meeting of the Board of Directors and/or the general membership if the situation warrants. Membership must be notified of schedule changes. Meetings are conducted according to the guidelines in *Robert's Rules of Order*.



Section 3: Definition of a quorum: Thirty percent (30%) of the entire guild membership must be present at a guild meeting to constitute a quorum (day and night meeting members combined). Each member is entitled to one (1) vote.

Article 4: Board of Directors

Section 1: The Board of Directors includes the five elected officers and the Standing Committee chairs. Each person on the Board of Directors is a voting member. Thirty percent (30%) of the board must be present to constitute a quorum. The past president serves as an adviser to the Board of Directors as a non-voting member of the board for one to two years as warranted. The President appoints a guild member to be Parliamentarian. The Parliamentarian is a non-voting member of the board.

Section 2: The Board of Directors manages the business of the organization and is responsible for all corporate and financial duties and responsibilities. The Board of Directors has the power to authorize expenditures of corporate funds to the extent that the expenditure is within the limits of the approved budget. The Board of Directors must also authorize the entering into contracts consistent with the budget, the goals, and plans of the corporation.

The SABQG logo is the intellectual property of St. Andrews's Bay Quilter's Guild and may not be used without permission of the board of directors.

Section 3: The Board of Directors meets monthly to decide all questions of policy, ensuring that policies are in accordance with the SABQG bylaws. If an emergency vote is required, the corporation must give as much notice for the holding of a Special Meeting as is reasonable under the circumstances. An Electronic Vote may only be held in lieu of a Special Meeting under emergency circumstances.

Section 4: Board of Directors' decisions requiring a vote of approval by the General Organization Membership are as follows:

- a. Amendment of the Articles of Incorporation
- b. Amendment of the Bylaws
- c. Election of Officers
- d. Approval of the Annual Financial Report
- e. Approval of the Annual Budget

Section 5: Members of the Board of Directors must serve without fee or salary.

Article 5: Officers

Section 1: The elected officers of this corporation are the President, First Vice-President, Second Vice-President, Secretary, and Treasurer.



Section 2: Election of officers must be held at the April meeting, and officers must be installed at the May meeting. All terms of office are for one year. Each officer may hold a position for no more than two consecutive terms.

Section 3: Vacancies In Office: If an elected board member is unable to complete their term, the President must appoint a member to the vacancy for a term of no more than 2 months. The President must take nominations from the floor to fill the vacant position, and a general election must be held within that 2-month period to fulfill the position. If a board member is elected after the halfway point of the term of office, the person may subsequently run for two additional terms.

Section 4: The Nominating Committee must present to the March general membership meetings a candidate or candidates for each office after ascertaining that candidates have been members in good standing for at least a year and are willing to serve. Nominations for officers may be made from the floor at the general membership meetings in February and March with the consent of the nominee. When there are no nominations from the floor and only one candidate for each office, the election is by acclamation at the April day and night membership meetings. When more than one candidate for any office exists, elections must always be by ballot and the President must appoint a special Ballot Committee to run the election. The candidate with 51% or more of the combined day and night votes cast is the winner. All ballots, whether mailed or in-person, are due to the Ballot Committee at the scheduled April day and night meetings. Each member is entitled to only one ballot in any election. Marked ballots must be kept for one (1) year. The Ballot Committee must count all ballots and tally the votes. The Ballot Committee must send their election results report to the President within 48 hours. The Board of Directors must release results to the guild membership via the E-Words committee within 72 hours after the vote occurs. Whether elected by acclamation or by ballot, officers are installed at the May Annual General Membership Meeting.

Section 5: The President presides at day meetings and at the Board of Directors' meetings. If the president is unable to preside at a regularly scheduled meeting, the 1st Vice President presides. The President appoints committee chairs. The President is an ex-officio member of all committees except the nominating committee, bylaws committee, and ballot committee. The President informs officers and chairs of their respective duties.

Section 6: The First Vice-President is responsible for planning programs and presides at meetings in the absence of the President. When presiding at meetings, the First Vice-President performs all duties of the President. The First Vice-President, with the approval of the President, will appoint the Education/Workshop standing committee chairperson.



Section 7: The Second Vice-President presides at the evening meetings, arranges for programs, and appoints members to assist as needed at the evening meetings. The Second Vice-President coordinates with the Secretary to take minutes or appoints a member to take notes, which are provided to the board Secretary to become part of the guild records.

Section 8: The Secretary keeps minutes of all meetings (e.g., board meetings, day meetings, and night meetings), maintains records, and prepares any business correspondence needed by the Board of Directors. At the expiration of the term of office, the Secretary turns the minutes and records over to the incoming secretary. The Secretary also maintains the Bylaw Proposed Changes Folder as described in Article 8, Section 1.

Section 9: The Treasurer must deposit all monies received and pay all bills approved in advance by the Board of Directors. The Treasurer must present a written financial report to the President and Second Vice-President prior to monthly Board of Directors meetings. The Treasurer must keep the corporate accounts, and these accounts must always be open to the members for inspection. The Treasurer must present an Annual Report at the Annual Meeting; work with the audit and budget committees; and, with the President, prepare and file all required tax forms.

Article 6: Standing Committees

Section 1: The Standing Committees must be formed as necessary to meet the needs of the corporation. The Chairs of these committees are appointed by the President and Second Vice-President, except that the 1st Vice-President, with the approval of the President, selects the Chair of the Education/Workshop Committee. The Chairs must be available upon request to give a report and/or receive information pertaining to their committees. Committee Chair positions are on a voluntary basis by appointment and do not require a vote by the general membership.

Section 2: Standing Committees include (but are not limited to) the following:

The Education/Workshop Committee, working closely with the two Vice-Presidents, plans and organizes educational classes and workshops, locates instructional teachers, and arranges for trunk shows. The Chairman is selected by the 1st Vice President with Presidential approval.

The History Committee compiles the Guild's history, arranges photographs, and keeps a scrapbook of the Guild activities as appropriate. Any electronic scrapbooks must also be kept/archived in paper-based scrapbook format. The Historian must be appointed by the President and Second Vice-President.

The Quilt Show Committee makes all arrangements for the quilt show.



The Publicity Committee publishes all notices of meetings and other group events as appropriate.

E. The Hospitality Committee arranges for refreshments for regular meetings, and manages the hosting calendar for “Sewicial.”

F. The Newsletter Committee publishes a monthly newsletter with the deadline for submission determined by the committee chair. The newsletter must be emailed to the membership monthly, but receipt by regular mail must be available upon request. A printed copy of each newsletter must be retained by the Historian as part of the Guild records.

G. The Membership Committee keeps an up-to-date membership list, greets visitors, stimulates interest in the Guild, and provides a membership packet to new members. Compiling and publishing the annual membership directory is the responsibility of this committee. The directory must be available to members at the September meeting.

H. The Library Committee keeps a book selection to be checked out by the membership and purchases new books as determined by the budget allocated by the board.

I. The Sunshine Committee acknowledges illnesses, special events, etc. of Guild members. Guild members should notify a member of the Sunshine Committee when aware of circumstances requiring acknowledgment. The committee provides birthday fabric “fat quarters” at the day and night guild meetings.

J. The Community Service Projects Committee organizes and plans board-approved Community Projects. The chairman arranges for Workday Wednesday sessions, take home projects, and/or additional work sessions as required. The committee is responsible for delivery of projects to community recipients and keeps an accurate list and valuation of items donated.

K. The E-Words Committee notifies all members by email and/or telephone of routine and/or time-sensitive information with approval by the President, 1st Vice-President, or 2nd Vice-President.

L. The Beekeeper Committee maintains a list of Bees and their activities and facilitates the formation of new Bees as needed.

M. The Events Committee coordinates special events as approved by the board. Events may include but are not limited to: Christmas; Thanksgiving; and, Annual General Membership Meeting.



Article 7: Special Committees

Section 1: Special Committees must be formed on a temporary basis as necessary to meet the needs of the corporation, with some special committees required on an annual basis, and some formed on an as-needed basis.

Section 2: Special Committees include (but are not limited to) the following:

A. The Audit Committee. The committee must audit the financial records of the previous year, examining and verifying the treasurer's accounts and financial statements, and submit a report to the board by June 30. The Audit Committee must consist of three members (not members of the incoming or outgoing executive board) appointed by the incoming President at the beginning of each fiscal year. The outgoing treasurer must be present at the audit to answer questions and provide records but is not a member of the committee. The incoming treasurer should be present to observe and to accept responsibility for the treasury records once they are reconciled but is not a member of the committee. The Audit Committee must submit a report of the results of the audit to the Board of Directors, who will then submit the report to the general membership at the July day and night meetings for approval or disapproval.

A. The Nominating Committee must be comprised of five members: a chair appointed by the President; and two members selected at the day and at the evening meetings in January. Following the procedures described in Article 5, Section 4 of the Bylaws, the committee must present to the March meeting a candidate or candidates for each office after having ascertained that those candidates have been members in good standing for a year and are willing to serve.

B. The Budget Committee: The committee must consist of the President, the treasurer, and 2 members appointed by the president. Each committee chair must, after reviewing their present budget and expenses, submit a proposed budget, meeting the needs of their committee, to the treasurer on or before the April board meeting. The Budget committee will review the committee recommendations and create a proposed budget for the next fiscal year. The Budget Chairman presents the proposed budget at the May board meeting for further changes and adjustments if needed. The estimated budget must be presented in writing for approval at the general membership meeting in May.

C. The Bylaws Committee: The President must appoint a committee chair by October. The chair must appoint four to six committee members so that the committee, including the chair, consists of an odd number of members. No later than November, the committee must meet to examine the current bylaws and any suggestions from the general membership. The committee must examine policies, practices, and procedures to ensure that they follow both the bylaws and the Articles of Incorporation. The



committee chairman must present a committee report with any recommended changes by the January board meeting. Recommended changes, if any, must be presented to the general membership for voting according to Article 8, Section 2 of the bylaws.

D. Temporary Special Committees: Such other committees, standing or special, must be appointed by the President or Second Vice-President.

Article 8: Amendments

Section 1: Any member may suggest changes in writing to the Bylaws to the Board of Directors. All suggestions for changes to the bylaws must be placed throughout the year into a "Bylaws Proposed Changes Folder", which must be maintained by the secretary and given to the committee chairman in October. The Bylaws Committee must consider any suggested changes for possible inclusion in their recommendations to the board as described in Article 7, Section 2D. Bylaws must be reviewed every other year.

Section 2:

A. **Bylaws:** The Bylaws Committee recommendations, including any proposed changes to the Bylaws, must be presented to the Board of Directors for review in January. Proposed changes to the bylaws must be voted upon by the board. If there are proposed changes to the bylaws, a copy must be published in the April newsletter and reviewed at the April meetings. The proposed changes must be voted on at the May General meeting by a show of hands or "Yay or Nay."

B. Articles of Incorporation: Proposed amendments to the Articles of Incorporation must follow Florida Statute 617.1002, with each member of the organization entitled to one vote. All amendments to the Articles of Incorporation adopted by the membership must also be submitted to the Department of State, Division of Corporations, as required by law.

Article 9: Dissolution

The members of the corporation may, by a two-thirds majority vote of the general membership, dissolve the corporation at any Annual or Special Meeting upon proper notice in writing being given. At least 30 days notice must be given prior to the vote. Upon dissolution, the President must immediately file the Notice of Dissolution with the Department of State, Division of Corporations, and all assets of the corporation must be distributed as allowed by law.