

## Heartland Quilt Network

### Bylaws

#### Article I

##### Name

The name of the organization is Heartland Quilt Network, a network of quilt guilds, shops and professionals across the Midwest.

#### Article II

##### Purpose

Heartland Quilt Network is established to share information about programs, organizational issues, workshops, shows, and events in order to promote cooperation and to educate members and the community about the popular and enduring art of quilt making.

#### Article III

##### Offices and Records

**Section 1. Offices.** The general office and location of Heartland Quilt Network shall be at a location as designated from time to time by the Board of Directors.

**Section 2. Records.** Heartland Quilt Network shall keep correct and complete books and records of account; name and address of each Director and member; and minutes of the proceedings of the Board of Directors and each committee having authority by the Board of Directors.

#### Article IV

##### Membership

**Section 1. Definition.** Membership may be held in the name of an individual, business, or organization. Any individual, business, or organization that subscribes to the purposes of Heartland Quilt Network may purchase a membership. Membership terms shall be annual, unless otherwise specified, and shall begin on July 1 and end on June 30 of each year. A member in good standing is a member whose membership has not expired.

**Section 2. Participation.** Members in good standing shall be eligible to serve as Officers, members of the Board of Directors, Committee Chairpersons, and committee members, except as limited by statute or these bylaws.

**Section 3. Benefits.** Members in good standing may attend an annual meeting of the Organization and shall be entitled to receive published newsletters of the Organization's activities. Other membership benefits shall be determined by the Board of Directors.

**Section 4. Levels and Dues.** The Board of Directors shall determine the levels of membership and dues for membership.

**Section 5. Representation.** All business and organization memberships shall designate in writing to the Treasurer the name of the person or persons, who shall be eighteen (18) years or older, who shall serve as the business or organization representative. In lieu of such designation, the president, program chairperson, or owner shall be assumed to be the representative. Any person who represents a business or organization membership shall be eligible to serve in any elected position or any committee having the authority of the Board of Directors.

**Section 6. Annual Meeting.** An annual meeting of the membership shall be held during the spring of each year, at such time and on such date as may be designated by resolution of the Board of Directors. In any year, such annual meeting shall be held before fourteen (14) months have elapsed from the date of the last prior annual meeting.

## **ARTICLE V**

### **Board of Directors**

**Section 1. Power.** The property and affairs of the Organization shall be managed by the Board of Directors of the Organization. The Board of Directors shall have and is vested with all powers and authorities, except as it may be expressly limited by law, articles of incorporation or these bylaws, to supervise, control, direct, and manage the property, affairs, and activities of the Organization and to determine the policies of the Organization., The Board of Directors shall cause the Secretary of the Organization to file such annual reports as may be required by federal, state, and/or local laws.

**Section 2. Composition.** The Board of Directors shall consist of no fewer than nine (9) and no more than thirteen (13) persons including the Past President.

**Section 3. Nomination, Election, and Service.** The Board of Directors shall nominate the persons to be elected to the Board of Directors. All persons so nominated must be members in good standing of the Organization as of the date of their nomination and election and for the term of their service. Directors shall be elected by a vote at the Annual Board Meeting. Members of the Board of Directors shall serve without compensation except for the reimbursement of reasonable expenses incurred on behalf of the Organization.

**Section 4. Terms of Office.** Terms of office for Directors shall be for two years. Directors may serve three consecutive terms.

**Section 5. Resignation.** A Director may resign from the Board of Directors by written resignation, submitted to the Secretary of the Organization and shall be effective immediately. Vacancies shall be filled for the unexpired term by the President.

**Section 6. Removal.** Any Director may be removed at any time for willful neglect of office, failure to carry out the duties and responsibilities assigned to said Director or willful violation of the bylaws, rules and regulations of the Organization. Removal shall be by a majority of the votes of the Board of Directors present at any regular or special meeting. Vacancies shall be filled for the unexpired term by the President. Removal shall be automatic if the Director fails to maintain their membership in good standing.

**Section 7. Meetings.** Regular meetings of the Board of Directors shall be held at least one time annually and at such times and dates as may be determined by the President. Special meetings of the Board of Directors may be called by the President or Vice President or by any three Directors. All Directors should attend all meetings.

Meetings of the Board of Directors or of any committee designated by the Board of Directors may be by telephone conferencing or electronic communications. Participation in a meeting in this manner shall constitute presence in person at a meeting.

**Section 8. Quorum.** A simple majority of the Directors having the power to vote shall constitute a quorum for the transaction of business at all meetings. The act of the majority of Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors.

**Section 9. Notice of Meetings.** Notification of regular and special meetings shall be given through U. S. mail, facsimile (FAX), or electronic mail at least five days prior to the scheduled meeting.

**Section 10. Voting.** Each Director shall have one vote.

**Section 11. Action Without Meeting.** Any action required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Directors entitled to vote consent by mail or verifiable electronic media to allow such action to be taken.

## **ARTICLE VI**

### **Officers**

**Section 1. Number and Titles.** The Officers of the Board of Directors shall be a President, Vice President, Secretary and Treasurer.

**Section 2. Nomination, Election, and Service.** The Board of Directors shall nominate the persons to be elected as Officers from the Board of Directors. All persons so nominated must be members in good standing of the Organization as of the date of their nomination and election and for the term of their service. Officers shall be elected by a vote of the Board of Directors at the Board meeting immediately following the Annual Meeting.

**Section 3. Terms of Office.** Terms of office shall be from July 1 to June 30. Terms of office for each Officer shall be for one year. Officers shall be limited to serving three consecutive terms in any specific office.

**Section 4. Vacancies.** In case of a vacancy among the officers, the President shall fill the vacancy. In case of a vacancy in the office of President, the Vice President will succeed the President.

**Section 5. President.** The President shall preside at all meetings, provide general supervision of the affairs of the Organization, coordinate the work of the officers and committees of the Organization, call special meetings as the need arises, appoint all committee chairs, serve as ex-officio member of all committees, serve as the official spokesperson for the Board of Directors, and perform all other functions required by the office of the President.

**Section 6. Vice President.** The Vice President shall carry out special assignments from the President, serve as Annual Meeting Co-Chairperson with the President, and, in the absence, disability, refusal, or inability to act of the President, perform the duties and exercise the powers of the President.

**Section 7. Secretary.** The Secretary shall give or cause to be given all notices of meetings of the Board of Directors and all other notices that are required by law or by these bylaws, prepare minutes of all meetings, maintain records of the organization, transfer them to the succeeding secretary, and assume the duties of President in the absence of the President or Vice President.

**Section 8. Treasurer.** The Treasurer shall have custody of the funds of the Organization and shall keep full and accurate accounts of receipts and disbursements and books belonging to the Organization and shall deposit all monies and other valuable effects to the name and credit of the Organization in such depository as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Organization as ordered by the Board of Directors, take proper vouchers for such disbursements, and shall render to the President and the Board of Directors whenever they may require it, an account of all Organization transactions and of the financial condition of the Organization. The Treasurer shall prepare and submit the books for an annual audit.

**ARTICLE VII  
Committees**

**Section 1. Standing Committees.** Standing Committees of the Board of Directors will include the Newsletter, Website, Membership, and Annual Meeting Committee. The Chairs of the Standing Committees shall be appointed by the President and shall be members in good standing.

**Section 2. Ad Hoc Committees.** The President may establish one or more ad hoc committees as needed to conduct the Organization's business. The Chair and members of all Special Committees shall be appointed by the President and must be members in good standing.

**ARTICLE VIII  
Fiscal Year and Audit**

The fiscal year of the Organization shall be July 1 through June 30. The Treasurer's books need to be audited annually.

**ARTICLE IX  
Amendments**

The Bylaws may be amended by a majority vote of the Board of Directors, providing the proposed changes have been mailed to each Director at least ten (10) days before a Board meeting. The amended Bylaws shall be given to the membership at the next regular meeting of the membership. Five members in good standing can propose an amendment, submitted in writing to the Board of Directors.

**ARTICLE X  
Rules of Business**

Robert's Rules of Order, Newly Revised, will be the authority for all questions of procedures at any meeting of the Directors.

**ARTICLE XI  
Termination of the Organization**

The Heartland Quilt Network may be terminated by a two-thirds vote of the ballots returned by mail of the total membership of the Organization. After paying or making provisions for payment of all of the liabilities of the Organization, the Board of Directors shall disburse the remaining assets of the Organization to 501 (c)(3) organizations approved by the Board of Directors.

Adopted in April 2005