# BYLAWS
# OF
# HEARTLAND QUILT NETWORK

## ARTICLE I
## NAME

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

## ARTICLE II
## PURPOSE

Heartland Quilt Network is established to share information about programs, organizational issues, workshops, shows, and events 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 of Heartland Quilt Network shall be located at the address for its registered agent as listed in the records of the Missouri Secretary of State.

**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, hereinafter referred to as "Board," having authority by the Board.

## 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, 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 communications of the Organization's activities. Other Membership benefits shall be determined by the Board.

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

**Section 5. Representation.** All business and organization Memberships shall designate the person or persons who shall serve as the business or organization 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.

**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. In any year, such annual meeting shall be held before fourteen (14) months have elapsed from the date of the last prior annual meeting. All attendees must be Members in good standing and pay any meeting fees as required.

## ARTICLE V
## BOARD OF DIRECTORS

**Section 1. Power.** The Board of the Organization shall manage the property and affairs of the Organization. The Board 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 shall direct the Secretary or Treasurer of the Organization to file such annual reports as may be required by federal, state, and/or local laws.

**Section 2. Composition.** The Board shall consist of at least eight (8) and no more than ten (10) persons.

**Section 3. Nomination, Election, and Service.** The Board shall nominate the persons to be elected to the Board. 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 of the Board at a Board meeting held before the end of the current fiscal year. Members of the Board shall serve without compensation except for the reimbursement of reasonable expenses incurred on behalf of the Organization.

**Section 4. Terms of Office.** Directors shall serve for two (2) years, which term shall commence at the beginning of the fiscal year, July 1. Directors may serve no more than three (3) consecutive terms in the same position.

**Section 5. Resignation.** A Director may resign from the Board by written resignation, submitted to the President of the Organization and shall be effective immediately. Vacancies shall be filled for the unexpired term by the President. In case of a vacancy in the office of President, the Vice President will succeed 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 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 shall be held at least one (1) time annually and at such times and dates as may be determined by the President. The President or Vice President or any three Directors may call Special meetings of the Board. All Directors should attend all meetings.

Meetings of the Board or of any Committee designated by the Board may be by telephone conference 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.

**Section 9. Notice of Meetings.** Notification of regular and special meetings shall be given by electronic mail at least five (5 )business days prior to the scheduled meeting.

**Section 10. Voting.** Each Director shall have one (1) vote.

**Section 11. Action Without Meeting.** Any action required to be, or which may be taken at a meeting of the Board, 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 shall be a President, Vice President, Secretary, Treasurer, Membership, Communications, Webmaven, and Members at Large, which may include the past President.

**Section 2. Nomination, Election, and Service.** The Board shall nominate the persons to be elected as Officers from the Board. 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 at any Board meeting and their term shall start July 1.

**Section 5. President.** The President shall preside at all meetings, provide general supervision over the affairs of the Organization, coordinate the work of the Officers and Committees of the Organization, give notice of all meetings of the Board, 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, 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 as the President, perform the duties and exercise the powers of the President. The Vice President may, in most cases, assume the President's position at the end of their term.

**Section 7. Secretary.** The Secretary shall 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 a depository as may be designated by the Board. The Treasurer shall disburse the funds of the Organization as ordered by the Board, take proper vouchers for such disbursements, and shall render to the President and the Board 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.

**Section 9. Membership.** The Membership Officer shall compile and maintain a comprehensive list of each class of membership. They shall receive and record all Membership applications and renewals; maintain a complete list of all Members in good standing entitled to vote at the annual meeting. They

shall provide Membership information to the Officers and Committee Chairs as required for the operation of their duties. They will send out any special emails to Members at the request of the President or Vice President.

**Section 10. Communications.** The Communications Officer shall solicit information and articles of interest relative to the Organization and its Members and compose no fewer than quarterly correspondences to be distributed by e-mail to each Member.

**Section 11. Webmaven.** The Webmaven shall maintain all aspects of the online presence of the Organization, including but not limited to maintenance and upkeep of the Organization's website and social media page, email platform, and calendar.

**Section 12. Members at Large.** Members at Large shall participate in Board meetings to stay informed and understand the Organization's goals. They share knowledge and expertise to help inform the Board; act as a liaison between the Board and other parties and participate in Committee activities and represent the Board in Committee meetings. They shall mentor and help new Board members learn their roles and responsibilities, as appropriate. They may also lead specific projects that don't fit neatly within the roles of other Board members. At least one (1) Member at Large may be a past President.

## ARTICLE VII
## COMMITTEES

The President may establish one (1) or more standing or ad hoc Committees as needed to conduct the Organization's business. The Chair and Members of all Committees shall be appointed by the President and must be Members in good standing. Committees shall remain in effect until their purpose/mission is complete or dissolved by the President.

## ARTICLE VIII
## FISCAL YEAR AND AUDIT

The fiscal year of the Organization shall be July 1 through June 30. The Treasurer's books shall be audited annually, within ninety (90) days of the end of the fiscal year and an audit report presented to the Membership, via the website.

## ARTICLE IX
## AMENDMENTS

The Bylaws may be amended by a majority vote of the Board, providing the proposed changes have been provided to each Director at least ten (10) days before a Board meeting. The amended Bylaws shall be posted on the website for the membership. Five (5) Members in good standing can propose an amendment, submitted in writing to the Board.

## 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 the

liabilities of the Organization, the Board shall disburse the remaining assets of the Organization to 501 (c)(3) organizations approved by the Board.

## HEARTLAND QUILT NETWORK OFFICERS

Kathy Limpic, President — Date: 5-9-25

Pam Palmer, Secretary — Date: 5/8/25

Mary Honas, Treasurer — Date: 5-9-2025