

BY-LAWS and STANDING RULES of the Quilters Consortium of New York State, Inc.

PURPOSE: These are the Bylaws and Standing Rules of the Quilters Consortium of New York State, Inc., hereinafter called QCNYS which has been established for the following purposes:

- 1) Promoting knowledge of and participation in all forms and aspects of quilt making.
- 2) Providing an information network for members to readily share information of upcoming events and resources.
- 3) Fostering education in the fiber arts through the cooperative sharing of speakers, teachers and programs.

The principal office of QCNYS shall be any place designated by the presiding officers. The official website of QCNYS shall be www.qcnys.org

ARTICLE I MEMBERSHIP

Section 1. This corporation shall have five levels of membership. At each level the organizations/individuals must maintain annual payment of dues to be considered a member.

A. Quilt Guilds/Groups- Any organized Guild/Group of quilt makers, hereinafter called "Member Guilds"

B. Individual – Any individual choosing to have an individual membership, hereinafter called "Individual Member"

C. Business/Professional Category 1 - Any quilt related storefront business, with employees, hereinafter called "Business Member, Category 1". This category includes but is not limited to quilt, fabric and other fiber shops, retreat houses.

D. Business/Professional Category 2 - Any quilt related business without employees, hereinafter called "Business Member Category 2". This category includes but is not limited to quilt/fiber art instructors/teachers, longarm and hand quilters, fabric dyers.

E. Non-profit organization – Any non-profit organization supportive of the fiber arts.

Note: this category does not apply to quilting guild/ clubs with 501 status.

Section 2. The fiscal year of QCNYS follows the calendar year. All membership categories are required to remit dues to the Treasurer for the upcoming year by October 31st. The annual dues are determined by the QCNYS Board, on or before the last day of August for the upcoming calendar year. There shall be a payment grace period of 30 days (dues must be paid no later than November 30th).

Section 3. In all matters requiring the decision of the membership, votes may take place at any of the four Quarterly Membership Meetings. The voting rights of each category as described below shall apply to each matter submitted to a vote of the membership:

A. Member Guilds - Each Member Guild shall designate a maximum of two members who shall be called "delegates." Each Member Guild Delegate present at the meeting shall be entitled to one vote.

- B.** Individual Member – Each Individual Member present at the meeting shall be entitled to one vote.
- C.** Business Member – Each Business Member present at the meeting shall be entitled to one vote.
- D.** Non-Profit Member - Each Non-Profit Member present at the meeting shall be entitled to one vote.

Section 4. To remain in Good Standing members must pay the dues, fees and assessments, within the time, and on the conditions set by the Board, in the amount fixed by the Board. Refer to Article I, Section 2 above.

ARTICLE II MEMBERSHIP MEETINGS

Section 1. The September meeting shall be known as the Annual Meeting of the membership and shall be held at a date, place and time designated by the host organization during the third week September. The annual meeting agenda shall include scheduled election (refer to Article VII, Section 4, Paragraph F).

Section 2. The remaining three Quarterly Membership Meetings of QCNY shall be held during the third week of March, third week of June and within the month of December, at a date, place and time designated by the host organization and approved by the Board of Officers. Note that QCNY meetings are typically held on the Wednesday of the given week.

Section 3. Special Meetings of the membership may be called by the President, or by not less than one-tenth of the membership. Written notice of such a meeting and its purpose shall be issued to each member at least 30 days before the scheduled meeting.

Section 4. The quorum for the Board of Officers, Annual, Quarterly Membership and Special meetings shall be a simple majority of the members present at the meeting.

ARTICLE III OFFICERS

Section 1. The Board of Officers of QCNY shall include the elected President, Vice-President, Secretary, Treasurer, and Past President.

Section 2. Election and Term of Officers. Effective in 2016 the full slate of officers shall serve a three year term. Elections shall be held every third year. Past President shall serve one year on the Board following her/his Term as President.

Section 3. Two individuals may be elected to share an Office. In this situation the titles would be Co-President, Co-Vice President, Co-Treasurer, or Co-Secretary. Refer to Article IV Duties of Officers for additional information.

Section 4. Any vacancy occurring among the officers shall be filled by the affirmative vote of a majority of the remaining officers for the unexpired term of the vacating officer.

Section 5. In the event that any officer is unable to fulfill her/his responsibilities that officer shall take the responsibility to resign.

Section 6. No officer shall serve more than two consecutive terms.

ARTICLE IV DUTIES OF OFFICERS

Section 1. All officers shall be computer literate and capable of communicating within the QCNYS Board and to the membership via email, the sharing of digital files and other means of telecommunication as may be determined by the QCNYS Board.

Section 2. The President shall be the presiding officer of the Consortium and shall supervise and control all of the business affairs of the Consortium. In addition the president:

- A.** Shall preside over all meetings of the membership and meetings of the Board of Officers; shall approve all minutes and financial reports prior to publication; shall perform such other administrative duties as prescribed by the membership.
- B.** Shall appoint Chairmen of all committees; shall be ex-officio member of all committees except the Nominating Committee.
- C.** Shall be a signatory on all bank accounts; the President's signature is required on all contractual obligations.
- D.** In the event of a temporary absence of the Treasurer the President shall assume those duties and responsibilities.
- E.** The President and Vice President shall jointly maintain the By Laws and Standing Rules of QCNYS in accordance with Article VIII Amendments.
- F.** Two individuals may be elected to share an Office. In this situation the titles would be Co-Presidents. The duties of the office would be shared by the individuals and the office would be limited to casting one vote at QCNYS Board of Officer meetings.
- G.** Following her/his term, the President shall serve as an advisor for one year on the Board of Officers.

Section 2. The Vice-President in the temporary or immediate absence of the President shall perform the duties of the President. In addition the Vice President:

- A.** Shall be an ex-officio member of the Event and Project Committees
- B.** Shall record meeting minutes in the absence of the QCNYS Secretary and perform such other duties as may be assigned by the President.
- C.** The President and Vice President shall jointly maintain the By Laws and Standing Rules of QCNYS in accordance with Article VIII Amendments.
- D.** The Vice President shall maintain a flash drive containing current By Laws and other pertinent documents such as survey results of his/her term of office and shall pass this to the incoming Vice President at the first Board meeting following election.
- E.** Two individuals may be elected to share an Office. In this situation the titles would be Co-Vice Presidents. The duties of the office would be shared by the individuals and the office would be limited to casting one vote at QCNYS Board of Officer meetings.

Section 3. The Treasurer shall have charge and custody of and be responsible for all funds received. In addition the Treasurer:

- A. The Treasurer shall have possession of the original Articles of Incorporation and shall pass this to the incoming Treasurer at the first Board meeting following election.
- B. Shall promptly disperse funds for expenses as receipts are submitted.
- C. Shall maintain records of all receipts and disbursements.
- D. Shall provide financial reports to the President for approval prior to publication. The schedule for such reports shall be determined by mutual agreement of the President and Treasurer.
- E. Shall annually file NYS Form CHAR 500.
- F. Shall be a signatory on all bank accounts and on all contractual obligations.
- G. Shall serve as an ex-officio member of the Membership Committee.
- H. Shall maintain a roster of member guilds, businesses, non-profits and individuals
- I. Shall perform such other duties as may be assigned by the President.
- J. Shall maintain a flash drive containing financial information of his/her term of office and pass this to the incoming Treasurer at the first Board meeting following election.
- K. Two individuals may be elected to share an Office. In this situation the titles would be Co-Treasurers. The duties of the office would be shared by the individuals and the office would be limited to casting one vote at QCNYS Board of Officer meetings.

Section 4. The Secretary shall keep the minutes of the Annual, Quarterly Membership and Special Meetings of the membership and of the QCNYS Board of Officers. Additionally the Secretary:

- A. Shall provide a draft of meeting minutes to the President within 14 days of each meeting. All minutes require approval by the President prior to publication.
- B. Shall perform all duties incident to the office of Secretary, and such other duties as may be assigned by the President.
- C. Shall maintain a flash drive containing Minutes of his/her term of office and shall pass this to the incoming Secretary at the first Board meeting following election.
- D. Two individuals may be elected to share an Office. In this situation the titles would be Co-Secretaries. The duties of the office would be shared by the individuals and the office would be limited to casting one vote at QCNYS Board of Officer meetings.

Article V DELEGATE RESPONSIBILITIES

Section 1. Delegates are expected and encouraged to attend the quarterly meetings and shall present a brief verbal report at each such meeting including your name, your guild's name and location, Introduction of any guild members attending; Upcoming lectures and workshops; Significant events; Service projects

Section 2. Delegates have the sole responsibility for conveying information from QCNYS to their guild membership. This includes but is not limited to:

- A. Providing the password (*logcabin*) which provides access to the 'members only' area of the website and Instruction for accessing QCNYS website (password required areas).

- B. Sharing Ideas that other guilds offered at the quarterly QCNYS meetings.
- C. Advising of opportunities offered by QCNYS and member guilds, schedule of upcoming QCNYS meetings.
- D. Providing notification of the quarterly QCNYS newsletter release, of special events sponsored by QCNYS.
- E. Providing reminders of membership renewal deadlines.
- F. Advising of opportunities for hosting a quarterly meeting (refer to Article VI Guild Responsibilities).

Section 3. Delegates are responsible to share upcoming guild calendar events such as workshops, lectures, quilt shows on the QCNYS website (QCNYS.org): to do so send a digital file containing the full information to webmistress@qcnys.org.

Section 4. Delegates may also choose to share upcoming calendar events, press releases, awards won by members, etc. via Networker Notes, the QCNYS newsletter. To do so send digital files to webmistress@qcnys.org

Section 5. Delegates are also encouraged to share information on the QCNYS Facebook page. To do so join Facebook, “like” and “follow” the QCNYS page; you are asked to share appropriate comments, photos.

Article VI GUILD RESPONSIBILITIES

Section 1. Member guilds shall pay dues in accordance with Article I, Section 2.

Section 2. Member guilds shall annually name two persons to represent the guild at QCNYS in accordance with Article V above.

Section 3. Member guilds or businesses are asked to host/co-host a meeting in their area. QCNYS offers a stipend to offset expenses (the stipend amount is determined annually by the Board) and each attendee pays a maximum of \$10 upon registration. QCNYS Membership meetings are held on the 3rd Wednesday of March, June and September and on the 1st or 2nd Tuesday/Wednesday in December; Adjustments to the meeting day may be arranged IN ADVANCE with the Board when there is a conflict. The requirements for hosting a meeting are available at QCNYS.org, Hosting a Meeting.

Section 4. Member guilds are encouraged to participate in Travel Club to increase visibility and attendance at guild quilt shows. There is no fee however participation requires each guild to:

- A. Provide Quilt Show information to the Travel Club per the annually published schedule
- B. Provide a Travel Club only raffle basket at the quilt show
- C. Provide table space at the quilt show to accommodate the Travel Club raffle
- D. Draw by lottery the winning ticket during the quilt show and ensure delivery of the basket to the holder of the winning ticket.

ARTICLE VII STANDING COMMITTEES

Section 1. All committee chairs and members shall be computer literate and capable of communicating within the QCNYS Board and to the membership via email, the sharing of digital files and other means of telecommunication as may be determined by the QCNYS Board.

Section 2. There shall be such standing committees as the President and Board of Officers deem necessary to carry out the objectives and purposes of QCNYS. The Standing Committees shall be determined annually and Committee Chairmen appointed by the President. Committee Chairmen are required to attend the Annual, Quarterly Membership and at the discretion of the President may be required to attend specific Board of Officer Meetings; when required to attend Board of Officer Meetings each committee in attendance shall have one vote.

Section 3. In the event that any committee chair or member is unable to fulfill her/his responsibilities that person shall take the responsibility to resign.

Section 4. Suggested Standing Committees

- A. Membership Committee** shall actively recruit new members; shall initiate dues renewal notices; shall notify the President of any membership issues; shall direct new members to the QCNYS website and hold an annual new member meeting to answer questions, explain the access, content and format of the website; shall maintain historical records of membership; shall promptly provide updates in contact information (mailing or email addresses) of the membership to the Information Chair and shall perform such other duties as may be assigned by the President.

- B. Information Committee** shall be responsible for identifying and collecting information for the newsletter; shall format the newsletter; shall regularly update the mailing list; shall provide the mailing list and newsletter to the webmistress a minimum of four times per year, at least one month prior to each Annual or Quarterly Membership Meeting and shall perform such other duties as may be assigned by the President.

- C. Event and Project Committees** shall be responsible for coordinating any QCNYS-wide sponsored events and projects such as NYS Fair Exhibition of QCNYS quilts, Travel Club, QCNYS Raffle Quilts, Challenge, or Conference. For each event and/or project the assigned Event Committee Member shall be responsible for preparing a detailed budget; shall submit such budget to the Board of Officers for approval prior to any contractual agreements; shall define any sub-committees required to plan and run the project/event; shall solicit volunteers for such committees and shall monitor expenses and income. The assigned committee member shall be the contact signature on any associated contracts; all such contracts are subject to the approval of the Board of Officers and require the signatures of the President and Treasurer to be considered valid. Additionally the individual shall provide full financial records of each event to the Treasurer and Vice-President upon completion

and provide quarterly activity reports to the QCNYS Board of Officers and Membership at Board, Annual and Quarterly meetings.

- D. Program Committee** shall be responsible for and shall work with both the QCNYS Vice President and the quarterly host organization to identify and prepare a short program for each Quarterly Membership meeting. The program should include a brief trunk show by the hosting organization and perhaps an introduction to one or more regional teachers. The Program Committee shall also perform such other duties as may be assigned by the President.
- E. Members-at-Large Committee** shall be appointed by the President at the beginning of his/her term of office. The Members at Large shall represent the voice of the broad membership at Board of Officers meetings and as such shall make suggestions on behalf of the broad membership. Each of the three Members-at-Large shall be chosen from one of the five membership categories; at no time may a category be represented by more than one Member-at-Large.
- F. Nominating Committee** shall actively seek and identify candidates from the broad and diverse regional scope of QCNYS for elected positions. The committee shall consist of no less than three (3) and no more than five (5) delegates. The committee shall be named twelve (12) months in advance of the election and shall recruit from within the totality of the guild members of QCNYS (not limited to nominees from within the delegate base). The Nominating Committee shall ensure that each candidate has the skills appropriate to the position and is willing to serve the membership of QCNYS in that capacity. The committee shall provide quarterly written activity updates to the President no later than 7 days prior to meetings. The committee shall gather short written bios from each candidate and submit these to the President and Information Chair no later than 45 days prior to the election. The bios must contain a statement of qualifications for the named position. A chosen spokesperson for the committee shall introduce each candidate and conduct the vote at the scheduled meeting.
- G. Public Relations and Marketing Committee** shall be appointed by the President at the beginning of his/her term of office. This committee shall actively identify areas of opportunity that may increase QCNYS' public image and also to represent the voice of QCNYS membership in the quilting community.

ARTICLE VIII AMENDMENTS

Section 1. The By-laws may be revised or amended by a majority vote of the members present at any of the Quarterly Membership Meetings upon prior notice to the voting-eligible membership. The notice shall be distributed no less than 21 days prior to the meeting at which the revision or amendment is to be considered; such notice shall be sent electronically via the quarterly newsletter or via a special notice.

Section2. Upon membership approval of amendments the President and Vice President shall jointly ensure that website documentation is updated and that notification of amendments are distributed to all interested parties.

ARTICLE IX PARLIAMENTARY PROCEDURE

Section 1. Robert's Rules of Order shall govern the conduct of the Annual, Quarterly Membership and Board of Officers Meetings.

ARTICLE X DISSOLUTION

Section 1. Upon dissolution of the Quilters Consortium of New York State Inc, current monies shall be donated to an educational institution with a focus on quilting and /or the fiber arts. The specific institution shall be chosen by the reigning Board of Officers at the time of dissolution.

Revision/Amendment History:

Originally Adopted October 1987	Revised January 2001	Revised October 2002
Revised July 2003	Revised December 2004	Revised December 2008
Revised December 2012	Revised December 2014	Revised March 2016

March 16, 2016: Approved by delegate/membership vote - a general revision for purposes of clarity and to provide a single source of documentation governing QCNYS. The specific additions/amendments are: Amended title to reflect inclusion of Standing Rules; Clarified types of businesses; Amended and extended schedule and terms of office; Added computer literacy requirements for officers and committee members; Identified temporary assignment of responsibilities in the event of officer absences; Further documented expectations and responsibilities of officers; Formalized handoff of information and documentation to incoming officers; Added new article outlining delegate responsibilities; Added a second new article outlining Guild responsibilities; Added the following new standing committees - Nominating Committee, Public Relations/Marketing Committee; Added responsibility for notification of amendments.