



Established 1975

By-Laws of First Dutchess Quilters, Inc.

Bylaws Revised 11/14 Standing Rules Revised 11/14

P.O. Box 3182
Poughkeepsie, NY

By-laws are in capital letters; standing rules are in lower case letters following the applicable by-law.

ARTICLE I – NAME

THE NAME OF THIS ORGANIZATION SHALL BE FIRST DUTCHESS QUILTERS, INC.

First Dutchess Quilters, Inc. (First Dutchess Quilters, FDQ) has been incorporated with the State of New York as a Section 503-C Not for Profit Social Organization since 05/14/1987.

ARTICLE II – PURPOSE AND POLICIES

SECTION 1. PURPOSE

THE PURPOSE OF FIRST DUTCHESS QUILTERS IS TO PROMOTE INTEREST IN AND ENCOURAGE PARTICIPATION IN THE ART OF QUILTING AND TO STIMULATE AND COORDINATE THE EFFORTS AND ARTISTIC TALENTS OF INDIVIDUALS INTERESTED IN QUILTING IN A SOCIAL SETTING.

SECTION 2. POLICIES

FIRST DUTCHESS QUILTERS SHALL STRIVE TO ACHIEVE ITS PURPOSE BY PROVIDING EDUCATIONAL ACTIVITIES TO HELP MEMBERS ACHIEVE ACCEPTED STANDARDS FOR QUILTING; BY ESTABLISHING A MEMBERSHIP FORUM FOR THE EXCHANGE OF IDEAS, MUTUAL ASSISTANCE, STIMULATION OF THOUGHTS AND IDEAS AND THE ENHANCEMENT OF INDIVIDUAL STRENGTHS FOR THE PURPOSE OF PROMOTING THE ART AND CRAFTSMANSHIP OF QUILTING.

FIRST DUTCHESS QUILTERS DOES NOT DISCRIMINATE ON THE BASIS OF RACE, GENDER, CREED, RELIGION, HANDICAP OR NATIONAL ORIGIN.

ARTICLE III – MEMBERSHIP

SECTION 1. GENERAL MEMBERSHIP

MEMBERSHIP IN FIRST DUTCHESS QUILTERS SHALL BE OPEN TO ANYONE IN AGREEMENT WITH THE PURPOSE OF THE GUILD.

SECTION 2. ADMISSION TO MEMBERSHIP

A. ELIGIBILITY

A PROSPECTIVE MEMBER SHALL AGREE WITH THE PURPOSE OF THE GUILD AND BE INTERESTED IN THE DEVELOPMENT AND PRESERVATION OF THIS ART FORM.

Membership shall be granted upon payment of dues for the period September 1 – August 31.

SECTION 3. PRIVILEGES OF MEMBERSHIP

A MEMBER IN GOOD STANDING SHALL BE ELIGIBLE TO ATTEND MEETINGS AND VOTE IN ALL MEMBERSHIP ELECTIONS.

A member in good standing is one who has paid dues for the current year.

Membership privileges include receiving newsletters and having priority above non-members in signing up for guild activities.

SECTION 4. REMOVAL

A MEMBER DELINQUENT IN PAYMENT OF DUES SHALL BE REMOVED FROM MEMBERSHIP ROSTER.

A member is delinquent if dues are not paid by the conclusion of the October membership meeting.

SECTION 5. REINSTATEMENT

A MEMBER SHALL BE REINSTATED TO MEMBERSHIP UPON PAYMENT OF ANNUAL DUES.

ARTICLE IV – DUES

SECTION 1. ANNUAL DUES

ANNUAL DUES SHALL BE PROPOSED BY THE EXECUTIVE BOARD AND APPROVED BY A VOTE OF THE GENERAL MEMBERSHIP.

The current annual dues are \$45.

SECTION 2. PAYMENT

THE AMOUNT OF ANNUAL DUES SHALL BE PAYABLE IN FULL BY SEPTEMBER.

A new or renewing member may join at any time of the year by paying the annual dues.

Anyone joining after December 31 pays \$30.

A guest fee of \$5 will be assessed when a paid speaker is on the program.

Guest fee may be applied to annual dues when paid at the same meeting.

Dues and guest fees shall be used to finance activities of the organization.

Additional fees may be charged for some activities.

SECTION 3. REFUNDS

DUES SHALL NOT BE REFUNDED FOR ANY REASON.

ARTICLE V – OFFICERS

SECTION 1. PERSONNEL

THE OFFICERS OF THIS GUILD SHALL BE A PRESIDENT, A VICE-PRESIDENT, A SECRETARY, A TREASURER AND AN IMMEDIATE PAST PRESIDENT.

A written annual report shall be submitted by each officer no later than June 1 and presented to the membership at the June meeting or included in the June Newsletter. Officers have a responsibility to share with their successors all information regarding current/continuing issues. Records shall be transferred to each succeeding officer at the June meeting.

SECTION 2. NOMINATION

THE NOMINATING COMMITTEE SHALL PRESENT A SLATE EACH YEAR AT THE APRIL MEETING FOR THE OFFICES TO BE FILLED. A SHORT BIO OF EACH NOMINEE WILL BE INCLUDED IN THE MAY AND JUNE NEWSLETTERS.

ADDITIONAL NOMINATIONS SHALL BE ACCEPTED FROM THE FLOOR DURING THE MAY MEETING. AT THE CONCLUSION OF THE MAY MEETING, NOMINATIONS ARE CLOSED.

SECTION 3. ELIGIBILITY

A MEMBER MUST BE IN GOOD STANDING FOR THE CURRENT FDQ YEAR TO BE ELIGIBLE FOR ELECTION.

SECTION 4. ELECTION AND TERM

OFFICERS SHALL BE ELECTED AT THE ANNUAL JUNE MEETING FOR A TERM OF ONE YEAR. IF THERE IS ONE CANDIDATE FOR EACH OFFICE, A VOICE VOTE WILL BE TAKEN. IF THERE IS MORE THAN ONE CANDIDATE FOR AN OFFICE, A WRITTEN BALLOT WILL BE TAKEN FOR THAT OFFICE.

An elected term shall be from the conclusion of the June annual meeting through the following June annual meeting.

A member shall be elected to office by a quorum, which shall be thirty percent of the current membership. A member shall serve in the same office for no more than three consecutive terms and may serve in no more than one office during a term.

SECTION 5. DUTIES

THE POWERS AND DUTIES OF THE OFFICERS SHALL BE AS FOLLOWS:

A. PRESIDENT

THE PRESIDENT SHALL PRESIDE AT MEETINGS OF THIS GUILD AND AT MEETINGS OF THE EXECUTIVE BOARD AND SHALL BE A MEMBER EX-OFFICIO OF ALL COMMITTEES EXCEPT THE NOMINATING COMMITTEE. THE PRESIDENT SHALL BE THE GUILD LIAISON TO DUTCHESS HERITAGE QUILT SHOW COMMITTEE. THE PRESIDENT SHALL, WITH THE APPROVAL OF THE EXECUTIVE BOARD, CREATE COMMITTEES AS ARE DEEMED NECESSARY.

The President shall appoint chairs of all committees yearly, except for the Nominating Chair.

The President shall appoint an Audit chair by November.

The President's signature shall be authorized on all Guild accounts and the President shall have the ability to reimburse Guild expenses in the absence of the Treasurer.

B. VICE-PRESIDENT

THE VICE-PRESIDENT SHALL PRESIDE AT MEETINGS OF THIS GUILD AND AT MEETINGS OF THE EXECUTIVE BOARD IN THE ABSENCE OF THE PRESIDENT AND PERFORM ALL DUTIES OF THE PRESIDENT IF THE PRESIDENT IS UNABLE TO DO SO. THE VICE-PRESIDENT SHALL SERVE AS PROGRAM CHAIR AND SHALL PLAN AND ORGANIZE PROGRAM ACTIVITIES FOR THE MONTHLY MEETINGS.

C. SECRETARY

THE SECRETARY SHALL PRESIDE AT MEETINGS OF THE GUILD AND AT MEETINGS OF THE EXECUTIVE BOARD IN THE ABSENCE OF THE PRESIDENT AND VICE-PRESIDENT. THE SECRETARY SHALL KEEP MINUTES OF EACH GUILD MEETING AND EXECUTIVE BOARD MEETING, BE CUSTODIAN OF ALL PERMANENT RECORDS EXCEPT THOSE ASSIGNED TO OTHERS AND CONDUCT ALL REGULAR CORRESPONDENCE.

D. TREASURER

THE TREASURER SHALL PRESIDE AT MEETINGS OF THE GUILD AND AT MEETINGS OF THE EXECUTIVE BOARD IN THE ABSENCE OF THE PRESIDENT, VICE-PRESIDENT, AND SECRETARY. THE TREASURER SHALL MANAGE ALL FUNDS OF THE GUILD AND MAKE MONTHLY AND ANNUAL REPORTS OF ALL RECEIPTS AND DISBURSEMENTS. BILLS PRESENTED FOR PAYMENT SHALL BE APPROVED BY THE PRESIDENT PRIOR TO REMITTANCE. BANK ACCOUNT SIGNATURES SHALL BE TRANSFERRED AT THE JUNE MEETING.

A proposed budget should be developed yearly by the treasurer and approved by the Executive Board prior to the September membership meeting and will be presented to the general membership in the Fall of each year. This budget will be used as a guideline for planning purposes on how the Guild’s assets should be utilized.

For any bills greater than three hundred dollars (\$300) an approval by the President and Treasurer is required. Approval is obtained by submitting a hardcopy or email request, which is then signed by both officers. This needs to be done prior to the check being disbursed.

Bills incurred during the FDQ fiscal year must be submitted for payment by July 15.

SECTION 6. VACANCIES

A VACANCY IN ANY OFFICE SHALL BE FILLED BY A GENERAL MEMBERSHIP ELECTION WITHIN ONE MONTH OF THE VACANCY UPON RECOMMENDATION OF THE NOMINATING COMMITTEE. PERSONS SO ELECTED SHALL SERVE UNTIL THE EXPIRATION OF THE ORIGINAL TERM.

ARTICLE VI – EXECUTIVE BOARD

SECTION 1. PERSONNEL

THE EXECUTIVE BOARD SHALL CONSIST OF THE OFFICERS OF THE GUILD.

SECTION 2. ELECTION AND TERM

MEMBERS OF THE EXECUTIVE BOARD SHALL BE ELECTED AT THE JUNE ANNUAL MEMBERSHIP MEETING FOR A TERM OF ONE YEAR. THEY SHALL ASSUME THEIR DUTIES IMMEDIATELY AFTER THE MEETING.

SECTION 3. DUTIES

THE EXECUTIVE BOARD SHALL HAVE GENERAL CHARGE AND CONTROL OF THE AFFAIRS, FUNDS AND PROPERTY OF THE GUILD.

SECTION 4. MEETINGS

THE EXECUTIVE BOARD SHALL HOLD REGULAR MEETINGS FROM SEPTEMBER THROUGH JUNE. SPECIAL MEETINGS MAY BE CALLED BY THE PRESIDENT.

The Executive Board shall meet in person for a minimum of three meetings per membership year. Additional meetings can take place either in person, via phone conference, or by email with a concluding memo stating results of the meeting.

An Executive Board meeting consisting of the newly elected officers shall be held prior to the September membership meeting. The newly elected president shall call this meeting.

SECTION 5. QUORUM

A MAJORITY (THREE) OF THE EXECUTIVE BOARD CONSTITUTES A QUORUM.

SECTION 6: PETITION OF NO CONFIDENCE

ANY MEMBER OF THE EXECUTIVE BOARD SHALL BE REQUIRED TO RESIGN FROM OFFICE IMMEDIATELY UPON RECEIPT OF A PETITION OF NO CONFIDENCE PRESENTED BY A GUILD MEMBER IN GOOD STANDING. SAID PETITION MAY BE ISSUED DUE TO THE FAILURE OF AN EXECUTIVE BOARD MEMBER TO COMPLY WITH THE BYLAWS AND STANDING RULES OF THIS ORGANIZATION. SAID PETITION MUST INCLUDE THE SIGNATURES OF A MINIMUM OF 51% OF THE CURRENT GUILD MEMBERSHIP AS DETERMINED BY THE MEMBERSHIP CHAIRMAN. SUCH A PETITION MAY BE PRESENTED TO THE BOARD AT EITHER A REGULAR BUSINESS MEETING OR AT AN EXECUTIVE BOARD MEETING. IN THE EVENT AN OFFICER RESIGNS VIA A NO CONFIDENCE PETITION, A REGULAR ELECTION FOR THE POSITION SHALL BE HELD AT THE NEXT REGULAR GUILD MEETING, WITH WRITTEN NOTICE OF THE PENDING ELECTION PROVIDED TO THE GUILD MEMBERSHIP IN THE NEWSLETTER.

ARTICLE VII – MEETINGS

ALL MEETINGS AND FUNCTIONS OF FIRST DUTCHESS QUILTERS SHALL BE HELD AT FACILITIES THAT DO NOT DISCRIMINATE ON THE BASIS OF RACE, GENDER, RELIGION, HANDICAP OR NATIONAL ORIGIN.

SECTION 1. MEMBERSHIP MEETINGS

MEETINGS OF THE GUILD SHALL BE HELD FROM SEPTEMBER THROUGH JUNE.

Membership meetings shall be held the third Wednesday of each month, unless otherwise scheduled.

SECTION 2. ANNUAL MEETING

THE ANNUAL MEETING OF THE GUILD SHALL BE HELD DURING THE MEMBERSHIP MEETING IN JUNE.

SECTION 3. SPECIAL MEETINGS

SPECIAL MEETINGS MAY BE CALLED BY THE PRESIDENT.

ARTICLE VIII – GENERAL MEMBERSHIP VOTING

SECTION 1. QUORUM

A QUORUM FOR ALL VOTING, WITH THE EXCEPTION OF ELECTION OF OFFICERS, SHALL CONSIST OF A MAJORITY VOTE OF THOSE MEMBERS IN GOOD STANDING IN ATTENDANCE AT A MEMBERSHIP MEETING.

ARTICLE IX – COMMITTEES

SECTION 1. STANDING COMMITTEES

STANDING COMMITTEES ARE THOSE REPRESENTING ACTIVITIES THAT ARE CONTINUING IN THE PROGRAM OF THE GUILD. STANDING COMMITTEES MAY BE CREATED OR DISSOLVED BY THE EXECUTIVE BOARD AS THE NEED INDICATES.

Standing Committees include Program, Newsletter, Community Quilts, Membership, Hospitality, Library, and Bylaws.

SECTION 2. NOMINATING COMMITTEE

THERE SHALL BE A NOMINATING COMMITTEE WHOSE MEMBERS, IN GOOD STANDING, ARE ELECTED BY THE GENERAL MEMBERSHIP. THE NOMINATING COMMITTEE SHALL PREPARE A SLATE OF OFFICERS FOR ELECTION. THEY SHALL ALSO PRESENT A SLATE OF THREE CANDIDATES FOR THE UPCOMING NOMINATING COMMITTEE. WHEN ELECTED, THE NOMINATING MEMBERS WILL CHOOSE A CHAIR AMONG THEM.

SECTION 3. AUDIT COMMITTEE

THERE SHALL BE AN AUDIT COMMITTEE WHOSE MEMBERS ARE APPOINTED BY THE AUDIT CHAIR, WHO IS APPOINTED BY THE PRESIDENT. THE COMMITTEE SHALL CONSIST OF AN AUDIT CHAIR, AND ONE MEMBER IN GOOD STANDING. THE CURRENT TREASURER MAY NOT SERVE ON THE AUDIT COMMITTEE. THE IMMEDIATE PAST TREASURER MAY NOT SERVE FOR A PERIOD OF ONE YEAR FOLLOWING HIS/HER TERM. THE PRINCIPAL FUNCTION OF THIS COMMITTEE SHALL BE THE YEARLY AUDIT OF THE TREASURER'S BOOKS.

The audit should be completed by September 1.

SECTION 4. SPECIAL INTEREST COMMITTEES

SPECIAL INTEREST COMMITTEES SHALL BE APPOINTED BY THE PRESIDENT WITH THE APPROVAL OF THE EXECUTIVE BOARD, WHICH SHALL DESIGNATE THEIR RESPONSIBILITIES AND THE TERM OF EACH COMMITTEE'S APPOINTMENT.

Special Interest Committees include such committees as Retreat, Super Saturday, Merchandise Raffle, Trips, and Stitcher's Exchange.

The organizer of a guild sponsored activity – such as a trip, workshop, or retreat – shall be reimbursed for out of pocket costs incurred to participate in the activity. The organizer's costs shall be calculated into the participant's costs so that the general treasury is not impacted.

Once the guild incurs out of pocket expenses for a trip, retreat, or workshop that cannot be refunded, participants wanting to cancel would be held responsible for those expenses unless they find a replacement.

SECTION 5. TERM

ALL COMMITTEE CHAIRS SERVE FOR A TERM OF ONE FDQ YEAR.

ARTICLE X – FISCAL POLICIES

SECTION 1. FISCAL YEAR

THE FISCAL YEAR SHALL BE FROM SEPTEMBER 1 TO AUGUST 31.

SECTION 2. ACCOUNTS

THE BOOKS OF FIRST DUTCHESS QUILTERS SHALL BE KEPT IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

ARTICLE XI – PARLIAMENTARY AUTHORITY

THE CURRENT EDITION OF “ROBERT’S RULES OF ORDER” SHALL BE THE PARLIAMENTARY AUTHORITY FOR ALL MATTERS OF PROCEDURE NOT SPECIFICALLY COVERED BY THE BY-LAWS OR SPECIFIC RULES OF PROCEDURE ADOPTED BY THE GUILD.

ARTICLE XII – STANDING RULES

IN ORDER TO COMPLY WITH THE SPECIFIC PROVISIONS OF THE GUILD’S BY-LAWS, THE EXECUTIVE BOARD SHALL ESTABLISH STANDING RULES, WHICH SHALL HAVE THE SAME FORCE AND EFFECT AS THE BY-LAWS. STANDING RULES MAY BE AMENDED OR RESCINDED BY THE EXECUTIVE BOARD WITH A TWO-THIRDS VOTE WITHOUT PREVIOUS NOTICE OR A MAJORITY VOTE WITH SUCH NOTICE. STANDING RULES SHALL BE REVIEWED AT LEAST EVERY TWO YEARS.

ARTICLE XIII – BY-LAWS REVIEW AND AMENDMENTS

THESE BY-LAWS SHALL BE REVIEWED AT LEAST EVERY FIVE YEARS. THE BY-LAWS MAY BE AMENDED BY A TWO-THIRDS VOTE OF THE VOTES CAST AT ANY MEMBERSHIP OR SPECIAL MEETING OF THE GUILD PROVIDED THAT THE PROPOSED AMENDMENT HAS BEEN DISTRIBUTED TO EACH VOTING MEMBER WITH THE NOTICE OF THE MEETING. A COPY OF THE CURRENT BY-LAWS SHALL BE MADE AVAILABLE TO EVERY NEW MEMBER. EVERY FIVE YEARS, UPON REVIEW OF THE BY-LAWS, A NEW COPY SHALL BE MADE AVAILABLE TO EVERY MEMBER OF THE GUILD.

ARTICLE XIV – DISSOLUTION

IF THIS ORGANIZATION IS DISSOLVED, THE EXECUTIVE BOARD WILL SEE THAT ALL FUNDS IN THE TREASURY, AFTER ALL BILLS PRESENTED HAVE BEEN PAID, SHALL BE DISTRIBUTED TO CHARITABLE AND EDUCATIONAL ORGANIZATIONS IN THE COMMUNITY, WHICH ARE TAX EXEMPT FOR FEDERAL INCOME TAX PURPOSES. ALL PROPERTIES BELONGING TO THE ORGANIZATION SHALL BE DONATED OR SOLD AND THE MONEY DERIVED THEREOF SHALL BE DONATED TO THE ABOVE CHARITIES.