

By-Laws of The State Quilt Guild of New Jersey, Inc.

Article 1 Name and Incorporation

1. Name: The name of the corporation is The State Quilt Guild of NJ, Inc. It is hereafter referred to as “the Corporation”
2. Purpose: The Corporation shall be a non-profit corporation organized under the laws of the state of New Jersey and its purposes are exclusively educational as set forth in the Certificate of Incorporation.
3. Mission: The mission if this corporation shall be to create, stimulate, maintain and record interest in making, collecting and preserving quilts: to promote educational opportunities for the community through lectures, workshops, exhibitions, and quilt shows.

Article 2 Membership

1. Classes of Membership: Membership in the corporation will be restricted to two classes: individual membership and guild membership.
2. Individual Membership: Individual Membership will be open to any and all persons, without discrimination.
3. Guild Membership: Guild Membership will be open to any NJ quilt guild. Each guild will be assigned two representatives, otherwise referred to a delegates, who will be considered active members and therefore may serve on committees and have each one vote.
4. Dues:
 - 4.1. Annual dues fees shall be reviewed yearly. Changes shall be determined by a majority vote of the Board of Trustees, as necessary.
 - 4.2. Dues are payable by July 1 of each calendar year. Members whose dues remain unpaid by August 1 shall be removed from the membership.
 - 4.3. A member whose membership was terminated for non-payment of dues may be reinstated immediately upon payment of the amount due.
 - 4.4. Dues accepted between May 1st and July 1st will be applied to next year’s dues.
5. Resignation: A member may resign by submitting his or her resignation in writing to the Second Vice President or by non-payment of dues

By-Laws of The State Quilt Guild of New Jersey, Inc.

Article 3 Board of Trustees

1. Composition: The Board of Trustees shall consist of all Officers and Standing Committee Chairs
2. Powers: The Board of Trustees shall have all powers and authority necessary for the management of the business, property and affairs of the Corporation, to do such lawful acts and things deems proper and appropriate to promote the objectives and purposes of the Corporation. Board approval is required for all binding contracts.
3. Meetings: Meetings of the Board of Trustees shall be held at the call of the President or upon written request of four Board members. Meetings will occur no less the twice annually. When necessary, Board business can be conducted in person, by phone, by regular mail and by email.
4. Quorum: A majority of the Board shall constitute a quorum.
5. Resignation and Removal: A Trustee of Officer may resign by submitting his or her resignation in writing to the President of the Board of Trustees. A Trustee may be removed with or without cause by the affirmative vote of a quorum of the Board. A Trustee whose removal is to be considered shall receive at least two weeks notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.
6. Vacancies: Vacancies in the Trustees shall be filled by appointment by the President of the Board of Trustees based on the recommendations of the Nominating Committee. If more then one candidate is recommended, the Board shall vote on the appointment. Trustees thus appointed shall immediately assume the duties of office, pending ratification by a majority vote of the Members present at the next general membership meeting. Once ratified, the appointee will serve the remainder of the vacated term.

Article 4 Officers

1. Officers: Officers of the Corporation shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer.
2. Elections: Officers will be elected at the Fall meeting, to be known as the Annual Meeting. The position of the President and Vice President will be voted upon the even years. The positions of the Second Vice President, Secretary, and Treasurer will be voted upon in odd number years.

By-Laws of The State Quilt Guild of New Jersey, Inc.

3. Nominating Committee

3.1.1. Nominating Committee Responsibilities: There shall be a Nominating Committee consisting of three guild member volunteers. The committee shall choose its own chair.

3.1.2. The committee shall select one nominee for which office to be filled. This shall be reported in the newsletter preceding the Annual Meeting. Before the newsletter deadline, any other candidates may make themselves known to the committee to be included on the ballot. Additional nominations from the floor during the Annual Meeting, prior to election shall be permitted, with the permission of the nominee.

3.1.3. Ballots will be distributed to all the membership by mail preceding the Annual Meeting.

3.1.4. Ballots may be mail to arrive at the residence of the Secretary of the Board prior to the Annual Meeting, or ballots may be delivered in person at the Annual Meeting. Vote counting shall be the responsibility of the Secretary of the Board and the Second Vice President. Write-in votes will be allowed.

3.1.5. The Nominating Committee may also be called upon to make suggestions to the Board of Trustees or the President for vacancies occurring before the end of a term.

3.2. Election of a Nominating Committee

3.2.1. At the Annual Meeting, the members at large will submit names for the Nominating Committee, having first secured permission of the persons whose names are submitted. The election of the Nominating Committee will follow immediately following the election of the Officers.

3.2.2. Nominating Committee members serve for one year. This is not a standing committee: members are not on the Board of Trustees.

By-Laws of The State Quilt Guild of New Jersey, Inc.

4. Duties of Officers:
 - 4.1. The President shall:
 - 4.1.1. Preside at all general meetings, special meetings and meetings of the Board of Trustees.
 - 4.1.2. Appoint all Committee Chairs on the advice of the Trustees.
 - 4.1.3. Serve as ex-officio member of all standing committees.
 - 4.1.4. Call special meetings
 - 4.1.5. Appoint an auditor for a one-year term.
 - 4.1.6. Serve as ex-officio member of the Board of Trustees, with out a vote, for a period of one year after the completion of the elected term of office.
 - 4.1.7. Form ad-hoc committees as needed and appoint chairs of same.
 - 4.1.8. Serve, consecutively, no more then two terms.
 - 4.2. The First Vice President shall:
 - 4.2.1. Perform the duties of the President in the in the absence or inability of the President to serve, except that of the serving in any ex-officio capacity.
 - 4.2.2. Succeed to the President in the event of a vacancy in the office.
 - 4.2.3. Coordinate programs and workshops for the general meetings and seminars.
 - 4.3. The Second Vice President shall:
 - 4.3.1. Process all membership applications, both new and renewals
 - 4.3.2. Keep an updated membership list
 - 4.3.3. Keep a record of dues payment and length of membership
 - 4.3.4. Provide the membership with copies of by-laws and membership cards.
 - 4.3.5. Mail members application to guilds and quilt shows in NJ
 - 4.3.6. Send membership renewal notices in November of each year
 - 4.3.7. Forward all dues to the Treasurer within 1 week of receipt

By-Laws of The State Quilt Guild of New Jersey, Inc.

- 4.3.8. Notify members whose membership is terminated for non-payment of dues.
- 4.3.9. Provide the Newsletter Committee with labels or a membership update for quarterly mailings
- 4.3.10. Assist the Secretary with vote counting at the Annual Meeting.
- 4.4. The Secretary shall:
 - 4.4.1. Recording the proceedings of all meetings and forward a copy of the minutes to the President with-in 15 days
 - 4.4.2. Conduct all correspondence not assigned to others.
 - 4.4.3. Keep up-to-date lists of the officers, committees and volunteers
 - 4.4.4. Conduct the election of officers in a fair and open manner with the assistance of the Second Vice President
- 4.5. The Treasurer shall:
 - 4.5.1. Have charge of all the funds and financial records of the Corporation.
 - 4.5.2. Collect dues, monies for all salable items
 - 4.5.3. Make financial reports at all Board meetings and provide reports to members upon request.
 - 4.5.4. Coordinate all finances pertaining to the Guild and Quilt Show.
 - 4.5.5. Provide an annual audited financial report
 - 4.5.6. Submit all tax filings in a timely and appropriate manner

By-Laws of The State Quilt Guild of New Jersey, Inc.

Article 5 Committees

1. Standing Committees: Standing Committees shall be Education Outreach, Newsletter, Publicity, Quilt Show, and Quilt Heritage.
2. Committee Membership: Volunteers will be accepted for all committees. Committee chairs shall be appointed by the President for a term of one year, with the exception of the Quilt Show chair whose term will be two years. No term limits apply.
3. Duties of Standing Committees:
 - 3.1. The Educational Outreach Committee shall develop and present an educational module for use in NJ schools covering the artistic, historical and mathematical aspects of quilt making.
 - 3.2. The Newsletter Committee shall write, edit and distribute a quarterly newsletter to the membership.
 - 3.3. The Publicity Committee will place notices in newspapers announcing meetings and workshops and pursue media and other publicity for the Guild and works thereof.
 - 3.4. The Quilt Show Committee shall produce and present a quilt show to be held once every four years. They will provide a report of all expenses and income to the Guild Treasurer no less than six weeks following the end of the Quilt Show. They will submit all NJ State agency filings in a timely manner.
 - 3.5. The Quilt Heritage Committee will investigate how to best preserve NJ quilt heritage.
 - 3.6. Ad-hoc Committees: Ad-hoc shall be created for short-term business needs of the Corporation. Two such committees shall be the by-laws Review Committee and Nominating Committee. Each will seek opinions from the membership and the Board in the course of the committee's work. Each will present recommendations to the Board of Trustees and to the corporation's membership.

Article 6 Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

By-Laws of The State Quilt Guild of New Jersey, Inc.

Article 7 Meetings

1. General Meetings: There will be a minimum of two general meetings of the membership each year. The meetings will be held at the call of the Board of Trustees
2. Annual Meetings: The general meeting held in the spring of each calendar year will be known as the Annual Meeting. In addition to the business meeting and scheduled programs, each annual meeting will include elections of Officers whose terms of office are due to end.
3. Special Meeting: Special meetings may be called by the President with the approval of the Board of Trustees or upon written notice from 20 members to the President and Board. The Secretary shall give at least 10 days of written notice to all the members. The notice shall include time, place and purpose of the meeting.
4. Quorum: A quorum for voting purposes shall consist of two-thirds of the members attending a scheduled General Membership meeting.

Article 8 Amendment to the By-laws

1. Review: The By-laws will be reviewed at least every four years. Review and revisions may be undertaken more frequently, as needed.
2. Amendments and Repeal: These By-laws may be altered, amended or repealed by the majority vote of the Board of Trustees. Written notice of any such change meeting at which such change shall be considered for a vote. The membership will be given the opportunity to express opinions and suggestions in open forum, prior to the vote by the Board.

Article 9 Conflict of Interest

No contract or other transaction between the Corporation and one or more of its Trustees or Officers or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers, or have substantial personal, political or financial interest, shall be approved by vote of the Board or any other committee thereof if such Trustee or Trustees or Officer or Officers, hereinafter "interested Trustee of Trustees" are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

By-Laws of The State Quilt Guild of New Jersey, Inc.

- a) The material facts as to such Trustee's or Officer's interest in such contract or transaction and as to any such common directorship, officership, or personal, professional, political or financial interest are disclosed in good faith or are known to the Board, and the Board authorizes such contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of interested Trustee or Officer even though the disinterested Trustee are less than a quorum: or
- b) The material facts as to such Trustee's or Officer's interest in such contract or transaction and as to any common directorship, officership, or personal, professional, political, or financial interest are disclosed in good faith or are known to the Members entitled to vote thereon, if any such contract or transaction is authorized by a majority vote of such Members.

Article 10 Additional Provisions

1. Dissolution: Upon dissolution, after payment of all debts., no part of the remaining assets may be distributed to any Trustee, Member, or Officer of the Corporation but shall be distributed in accordance with law, provided however, that the distribution to be another organization exempt under the provisions of Section 501©(3) of the United State Revenue Code or to the United States, or a State or local government, for a public purpose.
2. Compensation: Neither Members, Trustees, nor Officers shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that the Members, Trustees, and Officers may be reimbursed for reasonable expenses incurred with the approval of the Board upon presentation of vouchers.
3. Force and Effect of By-Laws: These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act) and Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provisions of the Act or the Certificate of Incorporation shall govern to the extent of inconsistency.