



Bylaws
Arizona Quilters Guild
Phoenix, Arizona

Article I – Name

The name of this organization shall be the Arizona Quilters Guild, Inc., hereinafter known and referred to in these Bylaws as AQG.

Article II – Purpose

The purpose of AQG, as prescribed in the Articles of Incorporation, is to contribute to the knowledge of and promotion of the appreciation of fine quilts: to sponsor and support quilting activities; to encourage quilt making and collecting; to contribute to the knowledge of quilting techniques, textiles, patterns and history through educational meetings, travel, and fellowship.

Article III – Membership

A. Non-Discrimination Policy

AQG shall not discriminate based on gender, age, disability, race, color, religion, marital status, veteran status, national or ethnic origin, sexual orientation, or gender identity.

B. Categories

1. Individual

- a. Any person interested in quilting may become an individual member by completion of AQG membership registration and payment of annual dues. There is no residency requirement for membership.
- b. Individual members may or may not be affiliated with a Chapter. Individual members who choose not to affiliate with a Chapter will be known as a Member-at-Large. Members-at-Large shall have the same privileges as other individual members.
- c. All members in good standing may participate in the business of AQG at membership meetings and shall have the right to elect Board Members, vote on AQG matters and hold office on the Board.
- d. An individual may attend the meeting of any Chapter three times before being required to join AQG. It will be the responsibility of each Chapter to enforce this policy.

2. Honorary

- a. A lifetime membership is presented to a Board President upon completion of a full term as President.
- b. Honorary members shall have all the privileges of individual members.
- c. Honorary members do not pay dues to AQG.

3. Youth

- a. Youth membership is available to young people ages eight through eighteen. Any qualified person may become a youth member by completion of AQG membership registration and payment of annual dues.



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- b. Youth members shall have all the privileges of individual members except holding office on the Board.
 - 4. For-Profit Affiliate
 - a. For-Profit Affiliate Members shall consist of commercial enterprises such as quilt stores, professional quilting services and other quilt related vendors who share an interest or dedication to the specific purposes of AQG. For-Profit Affiliate membership requires completion of AQG membership registration and payment of annual dues.
 - b. For-Profit Affiliate Memberships will have the same advantages as an individual member except the right to make motions or hold office.
 - c. For-Profit Affiliates will have the equivalent of one (1) individual membership for purposes of participating in Membership Meetings.
 - 5. Non-Profit Affiliate
 - a. Non-Profit Affiliate Members shall consist of non-profit groups whose purposes align with those of AQG. Non-Profit Affiliate Membership requires completion of AQG membership registration and payment of annual dues.
 - b. Non-Profit Affiliate Members will have the same advantages as an individual member except the right to make motions or hold office.
 - c. Non-Profit Affiliate Members will have the equivalent of one (1) individual membership for purposes of participating in membership meetings.
 - 6. Individual Daily Membership (IDM)
 - a. IDM is a special membership sold to an individual who chooses not to join AQG but wants to attend a specific event or class.
 - b. IDM requires completion of IDM membership registration and payment of IDM dues, in addition to any other required event or class fee.
 - c. An individual who requests more than two (2) IDM in a membership year will be required to join AQG at the full membership rate.
 - d. IDM does not provide any of the rights and privileges of an individual member.
- C. Dues
- 1. Dues shall be established by action of the Board and shall be subject to increase or decrease. The Board shall notify the membership of the amounts fixed by the Board in the newsletter, on the website, and electronically at least 60 days prior to the due date.
 - 2. Dues are payable annually.
 - 3. The membership year is July 1 through June 30. There is no reduction in dues for individuals wishing to participate for a portion of the year.
 - 4. Membership dues must be paid when due, on the conditions set by the Board.
- D. Termination
- 1. Membership is automatically terminated upon:
 - a. Voluntary resignation.
 - b. Expiration of dues payment.
 - c. Death of individual.
 - d. Misconduct



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- 1) Failure to observe established rules of member conduct or established Chapter requirements.
 - 2) Misuse or theft of AQG or Chapter funds or property.
 - 3) Improper use of the AQG name, logo, non-profit status or otherwise misrepresent AQG with intent to defraud.
 - 4) The member shall have an opportunity to present his or her defense in writing prior to the Board's decision.
2. Membership is not transferable or assignable, voluntarily or by operation of law. Any purported or attempted transfer, assignment or encumbrance shall be void and of no effect.

Article IV – Chapters

- A. AQG may establish Chapters.
- B. A group of AQG members who wish to form a Chapter may submit an application to the Board for approval. Upon approval, AQG will issue a Charter. (Chapter formation rules and requirements are in Policies and Procedures.)
- C. Chapter names and name changes must be unique to AQG and require Board approval.
- D. Chapters must adhere to guidelines in Policies and Procedures.
- E. Chapters are responsible to plan and execute Chapter meetings, submit required AQG forms, set Chapter dues and manage funds according to AQG standards.
- F. If a Chapter chooses to dissolve for any reason, they must follow dissolution steps to complete the dissolution process:
 1. Submit a Letter of Intent to Dissolve to the AQG President.
 2. Provide a final bank statement and proof of the account closure within 30 days of the Letter of Intent to Dissolve.
 3. Pay all of Chapter's legitimate outstanding debts incurred in furtherance of AQG and its stated mission. No future encumbrances may be incurred.
 4. Complete a final financial recap report.
 5. Submit a report and account for all monetary assets (bank accounts, petty cash, etc) and non-monetary assets (fabric, equipment, tools, educational supplies, etc.) of the Chapter.
 6. Return all assets to AQG or donate, with written approval of the Board, to a U.S.C. §501(c)3 organization whose purposes align with the purposes of AQG within 60 days of Letter of Intent to Dissolve.
 7. Return the Chapter Charter.
- G. The Board may dissolve a Chapter for failure to comply with Bylaws, Policies and Procedures, laws, and the parliamentary authority. The AQG President will send a registered letter to the Chapter



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President informing the Chapter of its dissolution and the reason for the dissolution. The Board will assign a Board Member to ensure the following steps are taken:

1. Procure a list of monetary and non-monetary assets including but not limited to bank account statements from the Chapter.
2. Ensure the Chapter bank account is closed and the money forwarded to the AQG Treasurer within 30 days of notification of dissolution.
3. Collect all the Chapter's legitimate outstanding debts incurred in furtherance of AQG and its stated mission. Submit the legitimate outstanding debts to the AQG Treasurer for payment.
4. Collect the Chapter's remaining assets.
5. Collect the Chapter Charter and return to the AQG President.

Article V – Meetings of the AQG Membership

- A. An Annual Membership Meeting (in person or electronically) shall be held at a time and location determined by the Board; notice of the meeting shall be sent to members at least 45 days prior to the meeting date. The agenda for the meeting will be developed by the Board which will include summary activity reports of the Board and committees.
- B. Additional membership and state-wide meetings may be held at the discretion of the President with approval of the Board. The date and location will be determined by the Board.
- C. At least one (1) Chapter Leadership Meeting shall be held annually (in person or electronically). Chapter representation is mandatory.
- D. Special Meetings follow guidelines established in Policies and Procedures and
 1. May be called by the President with the approval of the Board and/or
 2. Upon written request of the leaders from (3) three Chapters.
- E. The Board may authorize electronic meetings. The electronic meetings shall be subject to all rules adopted by the Board, which may include any reasonable limitations on any requirements for members' participation.
- F. The quorum for the transaction of business at any Membership Meeting or election shall be a majority of members in good standing attending a meeting or voting electronically, unless otherwise described in these Bylaws.

Article VI – Voting

- A. Members in good standing may vote:
 1. For the Board Member candidates of AQG during the annual election.
 2. For the Board Members candidates of AQG in special elections.



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3. On business brought before the membership at Membership Meetings.
 4. On business brought before the members electronically with proper notification.
 5. On business stated in the call of a special meeting.
 6. In special elections.
- B. Members wishing to bring issues before the membership must present them in writing to the Board at a Board meeting to be presented to the members in the next membership meeting.
- C. Voting
1. A majority of the members present and voting in a properly called meeting shall decide all questions provided a quorum is present and unless a larger vote is prescribed in these Bylaws and the parliamentary authority.
 2. The Board shall give notice at least 45 days prior to a meeting or an election which shall include information relative to the meeting or election.
 3. Unless otherwise described in these Bylaws, any action the members may take at a Membership Meeting may be taken outside of a meeting by printed mail-in or electronic ballot.
 4. The Board shall determine the appropriate method of voting on all matters referred to the membership outside of a meeting as prescribed in Article VI, C.
 5. The Secretary has oversight of the election process as defined in Policies and Procedures.

Article VII – Board Members

- A. Members
1. The Board is elected by and serves at the will of the membership.
 2. The Board shall be made up of seven (7) members in good standing in AQG.
 3. Each Board Member shall be elected to a two (2) year term.
 4. The Board Members shall elect from within the Board Members the positions of President, Vice President, Secretary Treasurer, and three (3) General Board Members positions at the first meeting of the new term of office (July) for the current year
 5. Board Members may serve no more than four (4) consecutive years, (i.e., two (2) terms). A minimum one-year interval must precede return to the Board in any capacity.
 6. Board Members may serve no more than two (2) years in the same position, unless approved by the Board and required by extenuating circumstances.
 7. Family members may not serve on the Board simultaneously or consecutively.
 8. Members of the Board shall serve in a voluntary capacity without payment or remuneration except reimbursement of out-of-pocket expenses actually incurred and approved. The exception would be Board Members who also serve as providers of an AQG Program and receive the approved reimbursement for that program
- B. Elections
1. Nominating Committee
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- a. A special committee appointed by the Board, consisting of three (3) AQG members in good standing.
- b. The committee is charged with vetting and nominating at least one (1) AQG member in good standing as a candidate for each open Board position.
- c. The proposed slate of nominees will be presented to the Board at the March Board meeting.
2. Election Procedures
 - a. Board Members shall be elected electronically. Members will vote on the website. Ballots shall include space for write-in candidates. Exception: Members may request a paper ballot by calling the AQG office.
 - b. Votes must be received in the AQG office by May 1 to be counted.
 - c. New Board Members will be announced in the newsletter and on the website following the election.
 - d. Board Members shall be elected by plurality of the votes cast.
3. Vacancy in Office
 - a. If the Secretary, Vice President, or Treasurer leaves the Board, the President may fill the position with a General Board Member for the unexpired portion of the term.
 - b. If the President leaves the office, the position will be filled by the Vice President. The new President may fill the Vice President position with a General Board Member for the unexpired portion of the term.
 - c. The General Board Member position that has been vacated will be filled by the membership in a special election after a slate is presented by a Nominating Committee.
 - d. No Board Member shall serve in more than one position at a time unless approved by the Board and extenuating circumstances require this service.
- C. Powers and Duties

Each Board Member will perform the specific duties as prescribed in the Bylaws and Policy and Procedures.

 1. President

The President shall be responsible for the operation and management of AQG with Board approval.
 2. Vice President

The Vice President shall:

 - a. Assist the President with Presidential duties as requested.
 - b. Assume the duties of the President, as necessary.
 - c. Provide oversight of the communication with Chapters and volunteers.
 3. Treasurer

The Treasurer shall:

 - a. Be responsible for all AQG funds and financial records.
 - b. Be responsible for filing all tax reports and complying with other Internal Revenue Service and state tax requirements.
 4. Secretary

The Secretary shall:



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- a. Record and maintain files of all meetings executing the business of AQG.
 - b. Organize and manage elections.
5. General Board Members
The General Board Members shall oversee committee events, business, and activities.
- D. Board Responsibilities
1. The Board shall be responsible and accountable for establishing and managing all Policies and Procedures.
 2. The Board shall hold oversight of the management of all business and affairs of AQG guided by the Bylaws and Policies and Procedures.
 3. The Board shall meet at least monthly to discuss the business of AQG.
 4. A majority of the seated Board positions constitutes a quorum.
 5. Special meetings of the Board may be called by the President or upon written request of three (3) Board Members with at least five (5) days' notice.
 6. All Board Members have the right to speak, make motions, and vote on questions before the Board unless there is a conflict of interest.
 7. The Board is responsible for establishing and managing the annual budget with the approval of Chapter leaders.
 8. The Board and all committees are authorized to meet electronically for Board or committee meetings.
 9. The Board may authorize the use of electronic voting for Board or Committee decisions. All such action shall be ratified at the next regular meeting of the Board or committee.
 10. Board Members must annually acknowledge and sign the "Board Service Agreement" and the "Conflict of Interest" statement.
 11. All outgoing Board Members and committee chairs shall complete a summary of the past year's activities and return all materials relative to the position held.
 12. Any Board Member may be removed for any time, by 2/3 vote of the remaining Board Members when in the best interest of AQG.
- E. Indemnity
The power of indemnification under the Arizona Revised Statutes (ARS §10-3852) shall not be denied or limited by the Bylaws.
- F. Committees
1. The President may appoint, with the approval of the Board, committees to conduct AQG business, events, and activities.
 2. The Board will determine the responsibilities of each committee and oversee all activities.
 3. The Board may dissolve any committee.
 4. The Board may remove a committee member.
 5. The Board may fill committee vacancies.
- G. Conduct of All Board Members
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1. All Board Members shall conduct themselves to reflect favorably upon AQG.
2. Board Member's duties shall be discharged:
 - a. In good faith,
 - b. With the care a reasonably prudent person in a like position would exercise under similar circumstances,
 - c. In accordance with Policies and Procedures.

Article VIII – Financial Records

A. Financial Management

1. Financial records and accounts will be kept in accordance with Generally Accepted Accounting Practices (GAAP) and requirements for a U.S.C. §501(c)3 corporation.
2. Review of financial records will be performed at the end of each fiscal year by a Financial Review Committee comprised of three (3) AQG members in good standing who have appropriate financial credentials.
3. Additional review by an accountant or accounting firm, not comprised of AQG members, may be ordered by the Board at its discretion.
4. The fiscal year is July 1 to June 30 of the following year.
5. Budget
 - a. The fiscal year budget must be approved before the beginning of that year.
 - b. The outgoing Board will complete the budget before the end of its term.
 - c. The budget will be ratified by the Chapter leadership.
6. Current financial reports will be made available to AQG members on the website.

B. Tax Exempt Status

1. AQG is organized for educational purposes as a non-profit corporation pursuant to U.S.C. §501(c)3 of the Internal Revenue Code.
2. No part of the net earnings of AQG shall inure to the benefits of, or be distributable to its members, Board Members, or other private persons, except that AQG may pay reasonable compensation for services rendered.
3. AQG will not support, participate in, nor attempt to influence any activity regarding legislation, political campaigns, or public policy.
4. AQG shall not participate in any activities not permitted under U.S.C. §501(c)3 or §170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Dissolution of AQG

Upon dissolution of AQG, after paying or adequately providing for the debts and obligations of AQG, the remaining assets shall be distributed to one or more non-profit foundations or organizations that has established their tax-exempt status under U.S.C. §501(c)3 of the Internal Revenue Code, or corresponding section of any federal tax code.



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D. Contracts

All contracts entered on behalf of AQG shall be signed by the President or Vice President, or the Secretary in the absence of the aforementioned Board Members.

E. Insurance Coverage

AQG shall purchase and maintain such coverage as the Board deems prudent and necessary upon yearly review.

F. Inspection of AQG Records

1. Members have the right to inspect AQG records.
2. Requests should be made to the President and will be coordinated with the Board Member holding the records of interest.
3. Records shall only be reviewed in the AQG office.

G. Gifts and Donations

1. Policies regarding gifts to Board Members or guests are defined in Policies and Procedures in conformity with U.S.C. §501(c)3 of the Internal Revenue Code.
2. Any donations solicited for AQG or Chapter sponsored functions are defined in Policies and Procedures in conformity with U.S.C. §501(c)3 of the Internal Revenue Code.

Article IX – AQG Sponsorship and Publicity

- A. No individual, Chapter, For-Profit Affiliate Member, or Non-Profit Affiliate Member may advertise or represent AQG as a sponsor of any activity unless the proposed project is presented to the Board in writing, receives Board approval, and is published in the newsletter and on the website as an officially sponsored AQG project.
- B. All promotional materials, publicity, announcements, etc., must include the name of AQG and its logo. This is applicable to chapters, committees and all other entities who would promote any program, event, activity.

Article X – Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern AQG in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order AQG may adopt.



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Article XI – Amendments to the Bylaws

- A. The Board, or AQG members in good standing, may propose amendments to the Bylaws. Proposed amendments shall be submitted in writing to the Board.
- B. The Board may make a recommendation to adopt, to not adopt, or take no position on a proposed amendment. In the case the Board recommends not to adopt a proposed amendment the Board shall give the specific rationale for opposing the amendment.
- C. Proposed Bylaw changes will be published in the newsletter on the website and electronically 60 days prior to the vote.
- D. A change to the Bylaws requires a vote of two-thirds (2/3) of the membership in good standing attending a Membership Meeting or voting electronically.