

Constitution and Bylaws of THE MADISON MODERN QUILT GUILD

Date Adopted: **XXXXXXXXXX**

Article 1 – Name, Location, and Purposes

1.1 Name

The name of this organization is the Madison Modern Quilt Guild, also referred to as the Guild, MMQG, Mad Mod Quilt Guild, or Mad Mod.

1.2 Location

The Guild's home is in Madison, WI and serves southern Wisconsin and northern Illinois.

1.3 Purposes

The Guild is organized and will be operated exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Guild is additionally organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Guild.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Mad Mod Quilt Guild is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.

Within the scope of these purposes, the Guild is organized and operated to:

- Develop and encourage the art of modern quilting.
- Work with other guilds and groups with a similar purpose.
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects.

- Offer educational opportunities for ‘charity’ or other works that provide back to the community through the use of modern quilting skills.
- Mad Mod Quilt Guild is a positive and inclusive community of modern quilters interested in sharing knowledge of modern quilting techniques, patterns, modern fabrics, and quilt making.
- The mission of the guild is to support and encourage the growth and development of modern quilting through art, education, and community.
- Fellowship will be encouraged through regular meetings, social gatherings, workshops, lectures, field trips, community outreach and education, and other selected activities that encourage modern quilt-making and promote an appreciation of this specific craft.

The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.

1.4 Mission

Our mission is to support and encourage the growth and development of modern quilting through art, education, and community. Fellowship will be encouraged through regular meetings, social gatherings, workshops, lectures, field trips, community outreach and education, and other selected activities that encourage modern quilt-making and promote an appreciation of this specific craft.

1.5 No Private Inurement

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this document.

Article 2 - Membership

2.1 Membership

- Membership shall be open to any person interested in modern quilts and modern quilt making, and who agrees to the purpose of the Guild, submits the Guild membership form, pays dues, and agrees to uphold the Guild’s values.
- Members in good standing are eligible to participate in all meeting activities. These include swaps, bees, show and tell, sew-ins, etc.
- Members are entitled to the privilege of voting, holding office, or serving on committees. Each member receives one vote on each matter.
- Fellowship will be encouraged through regular meetings, social gatherings, workshops, lectures, field trips, community outreach and education, and other selected activities that encourage modern quilt-making and promote an appreciation of this specific craft.
- Membership is open to those over the age of 13 who agree to the purposes of the Guild, pay annual dues, and complete the membership form.
- Members are allowed entry to all general meetings at no additional cost; except for special programs where extra costs may be necessary such as speaking engagements, field trips, etc.
- Members are allowed full access to any developed social media sites, voting rights, the opportunity to participate in meeting activities.
- Junior members are those aged 13-22, may join for half price dues.

Anti-Discrimination Policy. Mad Mod does not and shall not discriminate on the basis of race, color, religion, gender identity and expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations.

In order to put our Guild's anti-discrimination policy into practice, we commit to Inclusion and Equity:

Commitment to Inclusion. Mad Mod members are united by our passion for quilting and the textile arts. We value compassion and inclusivity and promote these values by gathering members with diverse life experiences and creating opportunities for engagement, education, and action. Our community is strengthened when all members contribute their unique perspectives as they respect and honor the dignity of one another. Quilters of all cultures, ethnicities, races, gender identities and expressions, sexual orientations, ages, and abilities are welcome in the Madison Modern Quilt Guild.

Commitment to Equity. Mad Mod recognizes that in order to foster diversity amongst membership, we must first create and then continuously maintain a safe place for everyone. We acknowledge the harmful effects on any community, such as our Guild, of ableism, antisemitism, classism, heterosexism, racism, sexism, as well as other forms of othering and oppression. Therefore, we commit to the following within our Guild:

- Creating a brave, accepting space by treating all with dignity and respect, pursuant to our mission and commitment to inclusion;
- Holding ourselves and others accountable by addressing instances of othering and oppression in our Guild;
- Creating opportunities for our continuing education on anti-racism and inclusive behaviors in sewing and quilting.
- As we evolve, listen, and grow as a community of quilters, we will strive to be allies for social justice. We will choose courage over comfort.

2.2 Revoking Membership

- Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by the Board of Directors.
- Membership may be revoked for violating policies set by the hosting meeting space.
- In instances of verbal harassment or disruptive conduct during meetings, the Board of Directors may attempt conflict resolution but reserves the right to immediately revoke the membership of the disruptive member.
- Membership may be revoked by participating in activities that are criminal in any activity related to the Guild or its functions.

2.3 Dues

The fiscal year begins on January 1 and ends on December 31 of each year.

- Payment of dues is required for membership.
- The amount of dues shall be set annually by a majority decision of the Board of Directors.
- Dues are currently due by February 28th.
- Dues are collected to meet operational needs as decided by the Board of Directors.

- Dues must be received by the due date set by the Board of Directors in order to remain a member of the Guild.
- Dues are not refundable.
- Prospective members may attend two free meetings. New members must pay dues by their second meeting.
- Failure to pay dues in full by this date will result in loss of membership (and all resulting member privileges) until dues are paid in full.
- New members joining after July 1 of a given year shall pay a prorated amount of 50% of the current dues amount.

Special Fees

Fees may be charged for special classes, presentations, and/or events as established by the Guild Officers and will be collected by the Treasurer or President.

Fees for special events hosted by the guild are generally non-refundable. However, special events fees could be refunded on a case-by-cases basis as determined by the Guild Officers. Fees for a special event are transferrable to another member of Mad Mod.

2.4 Meetings

The Guild will hold a general meeting each month. The timing of the meeting will be determined by the Board. At such meetings, each member in good standing receives one vote in appropriate matters.

Guests are those who participate in the Guild through social media sites, but do not pay yearly dues and have not completed the Guild membership form.

Guests are welcome to attend two general meetings, but are expected to become dues-paying members and complete the Guild membership form in order to obtain membership rights and attend additional meetings and special events.

Article 3 – Board of Directors

3.1 Members

The Board of Directors shall consist of the Officers of the Guild.

3.2 Number and Qualifications

The Board of Directors shall consist of at least five elected non-related officers. Officers must be members in good standing in the Guild.

3.3 Duties of Officers

- Officers must attend a majority of the regular monthly membership meetings.
- Officers will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Guild. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances.

3.4 General Powers

The Board of Directors will be responsible for managing the activities, property, and affairs of the Guild as directed by these Bylaws.

3.5 Nomination of Officers

Any member in good standing who has been active in the Guild for six months may be nominated. Members are allowed to self-nominate or nominate other members in good standing.

3.6 Election of Officers

Officers shall be elected by a majority vote of active members present at the November Guild meeting. Votes will be tallied by two members in good standing who are not in consideration for any board position. If a nominee is unopposed, they shall be elected without a vote.

3.7 Term of Office

Guild officers shall serve for a term of two years beginning the month after their election. Any officer may be re-elected to serve consecutive terms of office.

3.8 Removal and Resignation

- An Officer may resign at any time.
- Any officer may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members.

or

Any elected officer may be removed, with or without cause by a 2/3 vote of the other officers, when all officers have been notified at least 1 week prior to such a vote.

3.9 Filling of Vacancies

Vacancies on the Board of Directors will be filled by a majority vote of the Directors then on the Board. In the event that the President does not fulfill their entire term, a Vice President will fill in as President until the next elections are held.

3.10 Meetings of The Board of Directors

Meeting Frequency

- The Board of Directors will meet at least 4 times a year on a schedule that is agreed upon by the members of the Board.
- Board of Directors meetings will be held electronically over Zoom or a similar platform.

Article 4 – Elected Officer Positions

Guild Officers. The Guild shall have a President, Secretary, Treasurer, and two Event Coordinators. The Guild may have a Vice President if membership nominates and elects a member into this position. The Guild will also recruit and maintain a volunteer Webmaster among the active membership; however, this position has no term limit.

Elected officers may serve more than one consecutive term in any one office.

A former officer may re-run for a previously held position after one year of absence.

All Officers shall have access to maintain all of the Guild's social media platforms including the Facebook group, blog, online photo groups, and any other social media tools.

The Guild Officers shall perform all other responsibilities as necessary for the Guild to succeed.

4.1 President

The President is responsible for completing, or ensuring the following are completed, by a member in good standing:

- Organize and lead all general and special meetings. The President is responsible for creating meeting agendas.
- Coordinate quarterly Officer meetings or as needed.
- Maintain internal communication and correspondence including email.
- Follow and enforce Guild Policies and Procedures as they are created.
- Ensure that general meeting locations and dates are secured.
- Be listed as the main contact with the national Modern Quilt Guild.
- Uphold Mad Mod Quilt Guild's mission and values.

4.2 Vice President

The Vice President is responsible for completing, or ensuring the following are completed, by a member in good standing:

- Serve as assistant to the President in all matters.
- Secure locations for general meetings.
- Contribute to writing and communication through the guild social media sites.
- Have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.
- Lead meetings in the absence of the President.
- Uphold Mad Mod Quilt Guild's mission and values.

4.3 Secretary

The Secretary is responsible for completing, or ensuring the following are completed, by a member in good standing:

- Take notes of all motions made and carried at each general or special meeting. General meeting minutes must be emailed to membership and posted on the website within 7 days of a meeting.
- Assist with any large-scale correspondence, sending out evites for special events, managing RSVPs, etc.
- Lead meetings in the absence of the President and Vice President.
- Uphold Mad Mod Quilt Guild's mission and values.

4.4 Treasurer

The Treasurer is responsible for completing, or ensuring the following are completed, by a member in good standing:

- Hold custody over the Guild's funds, including bookkeeping, taxes, collecting yearly dues, and maintain the membership roster.
- Pay all bills and sign checks. The Treasurer shall prepare the books for audit no later than January 31st of each year. The Treasurer will provide the books to the Guild President, who will in turn work with the rest of the Guild Officers to approve.
- Maintain the membership roster to include: names, mailing addresses, email addresses, phone numbers, and Facebook account names.
- Lead meetings in the absence of both the President and Secretary.
- Uphold Mad Mod Quilt Guild's mission and values.

4.5 Event Chair or Event Planners

The Event Coordinators are responsible for completing, or ensuring the following are completed, by a member in good standing:

- Create and build fellowship through quilting bees, swaps, quilt shows, etc.
- Upon leaving the post of Events Coordinator all information, books, and data must be given to the remaining or newly elected Coordinators so they can fulfill their duties.
- The Events Coordinators shall serve three main purposes:
 - Regular Activities Programming – monthly challenges, swaps, round robins, bees, etc.
 - Social Events Programming – sew days, field trips, dinners, other various social get-togethers
 - Special Events Programming – quilt shows, educational workshops, speakers, etc.
- Lead meetings in the absence of other officers.
- Uphold Mad Mod Quilt Guild's mission and values.

4.6 Webmaster

This is a board appointed position with no term limit so long as it is filled by a current member in good standing. The Webmaster is responsible for completing, or ensuring the following are completed:

- Update the website with events and information.
- Create online forms for Guild use.
- Assist other Officers with website maintenance.
- Uphold Mad Mod Quilt Guild's mission and values.

Article 5 – Committees

The Board of Directors will encourage members to join committees to assist in the operation of different events sponsored by the Guild.

5.1 Committee Creation and Dissolution

Committees are created to assist the Board of Directors in carrying out activities and responsibilities of the Guild. Committees can be suggested by any member and are created or dissolved by a majority vote of the Board of Directors.

5.2 Committee Members

All Guild members in good standing may join one or more committees, so long as they maintain their membership in the Guild and can fulfill all required tasks.

5.3 Committee Chairpersons

Committee Chairs are appointed by, responsible to, and accountable to the Board of Directors.

5.4 Committee Meetings

Each committee may meet as needed and set its own rules for quorums and voting.

5.5 Financial Affairs

Committees must submit proposed financial expenditures to the Treasurer, and they must be approved by the Board of Directors.

Article 6 - Operations

6.1 Contracts

The Board of Directors may authorize any agent or agents of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

6.2 Records

The Guild will keep correct and complete records of accounts. The Guild will keep the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Guild.

Article 7 – Guild Finances

7.1 Fiscal Year

The fiscal year is January 1st through December 31st.

7.2 Budget

The Board of Directors will approve a budget on a yearly basis.

7.3 Financial Accounts

The President and Treasurer will have access to all the guild's financial accounts, including banks, payment processors, and any other accounts the guild may use.

7.4 Authorized Signers

The President and Treasurer shall be authorized to sign checks for the Guild and may be issued debit cards.

7.5 Records

The guild's financial records will be kept in a shared, secure location accessible to all the elected officers of the guild. Access to banking information 24 hours per day is available to the President and Treasurer.

7.6 Treasurer's Report

The Treasurer shall prepare a monthly snapshot of fund flows and a full annual financial report for the Board of Directors.

7.7 Audit

Financial records shall be audited each year by a committee appointed by the Board of Directors. Results of the audit will be acted upon and kept on file.

Article 8 – Powers to Amend

Amendments. Amendments to these by-laws shall be made by majority vote of members present at a regular or special meeting.

Proposed amendments or changes to the by-laws must be posted on the Guild's website a minimum of one week before the meeting when voting will occur.

Changes made shall be posted on the Guild's website(s) for all members to access.

Any member can propose an amendment, which will be presented and voted on as needed.

These bylaws should be reviewed once every year at the November Annual Meeting to make sure they still hold true to the Guild's mission and vision.

Effective Date. The bylaws shall take effect immediately upon their adoption. Revisions, additions, or deletions are to be effective upon the date so voted by the membership.

Article 9 - General Information

The Guild will continue to develop Board Policies and Procedures.

Policies and procedures will be written based on operational details (i.e. finances, membership development, marketing and communication, etc.) of the Guild.

Policies and procedures will be written by the Guild Officers and overseen by the Guild President.

The above bylaws are a living document subject to change as the Guild grows and develops and its membership's needs change.

Article 10 - Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATION

The undersigned, being the duly elected and qualified Secretary of the Guild, hereby certify that the foregoing initial Bylaws of the Guild were duly adopted by the Board of Directors of the Guild effective **XXXXXXX**.

Secretary _____

Officer _____

Officer _____