

# THE MADISON MODERN QUILT GUILD BYLAWS

## 1. BACKGROUND

1.1 **Name and Location.** The name of this organization is the Madison Modern Quilt Guild, also referred to as the Guild, MMQG, Mad Mod Quilt Guild, or MadMod. The Guild's home is in Madison, WI.

1.2 **Affiliation.** 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.

## 2. VISION, MISSION, AND COMMUNITY

2.1 **Vision.** 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.

2.2 **Mission.** The mission of the guild is to support and encourage the growth and development of modern quilting through art, education, and community.

2.3 **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.

## 3. VALUES

3.1 **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:**

3.2 **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.

3.3 **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, anti-semitism, 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.

#### **4. ORGANIZATIONAL STRUCTURE OF MMQG**

Mad Mod Quilt Guild adheres to the following structure:

##### **4.1 Requirements to be exempt as an Organization described in section 501(c)(3) of the Internal Revenue Code:**

4.1.1 Section 1. The organization is organized 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.

4.1.2 Section 2. 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 section 1.

4.1.3 Section 3. 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.

4.1.4. Section 4. 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.

4.1.5 Section 5. 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.

##### **4.2 Membership.**

4.2.1 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.

4.2.2 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.

4.2.3 Members are allowed full access to any developed social media sites,

voting rights, the opportunity to participate in meeting activities such as swaps, bees, show & tells, and Block Lotto.

4.2.4 Junior members are those aged 13-22, may join for half price dues, and can be elected as a Junior Officer if paired with an Officer who is either elected or currently in the position.

**4.3 Revoking of Membership.** Membership may be revoked in cases of actions that threaten the non-profit status of The Guild. Membership may also be revoked for violating policies set by the hosting meeting space, participation in othering or oppression in violation of our commitment to inclusion and equity, or by participating in any activity related to The Guild that is blatantly criminal.

#### **4.4 Guests.**

4.4.1 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.

4.4.2 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.

**4.5 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.

4.5.1 [Elected officers may not serve more than one consecutive term in any one office, unless at the end of the term there is no new nominee. In this instance, the current board member may remain in their elected position for another term.](#)

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

4.5.3 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.

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

**4.6 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.

**4.7 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.

4.8 **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.
- Uphold Mad Mod Quilt Guild's mission and values.

4.9 **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.

4.10 **Event Coordinators.** 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.

4.11 **Webmaster.** This is a volunteer 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, by a member in good standing:

- 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.

## 5. ANNUAL DUES AND FEES

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

### 5.1 Annual Dues

5.1.1 Dues are collected to meet operational needs as decided upon by Guild Officers.

5.1.2 The annual dues amount will be set by the Mad Mod QG officers.

5.1.3 Annual dues are to be paid by the November meeting for the upcoming fiscal year unless otherwise stated by Officers.

5.1.4 All dues for the upcoming fiscal year must be paid in full by December 31st unless otherwise stated by Officers.

5.1.5 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.

5.1.6 New members joining after July 1 of a given year shall pay a prorated amount of 50% of the current dues amount.

5.1.7 Dues are NOT refundable

### 5.2 Special Fees

5.2.1 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.

5.2.2 Fees for special events hosted by the Guild are non-refundable. However, fees may be refundable as determined in advance of the event, class, or presentation in the event of cancellation or reasonable change of circumstances.

5.2.3 Fees for a special event are transferrable to another member of MadModQG.

## 6. MEETINGS

6.1 **General Meetings.** General meetings shall be held once a month on a date and at a place as designated by the President.

6.1.1 Meetings shall be announced on the Guild website a minimum of 3 weeks before the meeting or event.

6.1.2 Meeting locations and times will be posted on the MadModQG Facebook page and the MadModQG blog site.

6.1.3 Special meetings can be called with 72 hours notice to members by any Officer.

6.1.4 Annual meeting will be held in November. Election or re-election of officers, by-law review, and dues are collected at this meeting.

6.2 **Annual Meeting.** Our annual meeting will be held during our Monthly meeting in November. We will have our election, and our annual review of bylaws.

6.3 **Safety Protocol.** Cancellations, postponements, and/or a move to virtual may be required due to safety concerns such that the meeting space is unavailable or inaccessible. Examples may include but are not limited to: inclement weather, an active shooter, or pandemic.

6.3.1 The President will consult with one or more Officers to decide whether to cancel, postpone, or move to virtual.

6.3.2 All the following steps will be taken to notify membership:

- a message will be left with the owner and/or staff of the designated meeting venue,
- notification will be added to the website,
- an email will be sent to members, and
- an announcement made in the Facebook group.

6.4 **Special Meetings.** Special meetings may be called by any Officer for the purpose of a single item matter. Members will be notified of a special meeting at least 72 hours in advance as to date, time, and location of the meeting.

#### 6.5 **Special Events and Workshops.**

6.5.1 When special workshops/presentations are held by guest speakers/presenters where admission is limited RSVP is mandatory with members being given first priority, then non-members/guests as space permits.

6.5.2 Additional fees to attend special events may be asked of members and guests as agreed upon by Guild Officers. The additional fees will be published online prior to the event.

#### 6.6 **Special Committees**

6.6.1 Committees can be suggested by any member, but only the Guild Officers can officially create or dissolve a committee.

6.6.2 All Guild members in good standing can belong to special committees, so long as they keep up their membership in the Guild and can fulfill all the tasks needed.

### 7. **MINUTES**

7.1 Minutes of all meetings shall be available to all members on the Guild blog/website for review.

7.2 Meeting minutes will be posted to the Guild website within seven days of a meeting date.

7.3 Any edits, corrections, or additions may be suggested for the meeting minutes by email to the Secretary before the next General Meeting or in-person before the motion to approve the meeting minutes has been raised.

7.4 Minutes from the previous meeting will be voted on for approval at the following General Meeting.

### 8. **VOTING AND ELECTIONS**

8.1 Every act or decision brought to the General Meeting shall be decided by a majority of members present at the meeting

8.2 Each member present is entitled to one vote on each matter. Voting shall be by voice, show of hands, or by ballot.

8.3 Absentee voting is allowed by Proxy voting only.

## **8.4 Officer Candidates**

8.4.1 All members who are in good standing, have a clear understanding of the Guild's purpose, and have been an active participant of the Guild for at least 1 year are eligible to be a Guild Officer Candidate. The only exception to this rule is the first year in which the Guild membership list is created.

8.4.2 Guests are NOT eligible to hold office.

8.4.3 All members who wish to be considered should express their wishes to the President no later than one month before the designated meeting when elections shall be held. The only exception to this rule is the first year in which the Guild is created.

## **9.4 Officer Elections**

9.4.1 Officer elections will be held at the General Meeting in November.

9.4.2 Each member in attendance will be given a ballot for which they must vote for one person per office. There will be no absentee ballots.

9.4.3 The newly elected officers will take their post on the first day in January. Terms will be for two years, from January 1 – December 31.

9.4.4 Upon leaving their post, all outgoing Guild Officers must turn over all pertinent information, books, and data to the newly appointed officers so they can fulfill their duties.

## **9.5 Officer Removal, Resignation, Special Elections**

9.5.1 **Removal.** Should it be necessary to remove any elected officer(s), a 2/3rds vote of the general membership present at any general meeting can accomplish this.

9.5.2 **Special Elections.** In the event that an Officer is unable to complete their term in office due to removal or resignation, then a Special Election must take place. The same rules apply in regards to General Voting. The Special Election should occur within 2 months of the Officer stepping down from their position.

## **10. BOARD OF DIRECTORS**

The board of directors shall include the Elected Officers with the option to appoint up to five additional members for the same term of office as the elected members. Appointed board members will include (but not be limited to) chairs of any formal committees established by the officers. The elected board officers may take on the roles of the suggested appointees if they so choose.

**10.1 Duties of Board of Directors.** All directors, including 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. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Guild or another person that were prepared or presented by a variety of persons, including officers and employees of the Guild, professional advisors, or experts such as accountants or attorneys. A Director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted. Board members will uphold Mad Mod Quilt Guild's Mission and Values.

## **11. BYLAWS, POLICIES, AND PROCEDURES**

**11. 1 General Information.** The Guild will continue to develop Board Policies and Procedures.

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

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

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

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

11.2.1 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.

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

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

11.2.4 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.

**11.3 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.