

BY-LAWS FOR THE OGALLALA QUILTERS' SOCIETY

ARTICLE I: NAME

This organization shall be called the Ogallala Quilters' Society.(amended 09-2023)

ARTICLE II: ARTICLES OF ORGANIZATION

The Ogallala Quilters' Society is an incorporated association of its members which is non-profit, non-commercial, non-sectarian and non-partisan.

ARTICLE III: BASIC PURPOSES AND POLICIES

Section 1. Mission – the Ogallala Quilters' Society desires to promote, preserve and encourage the art and history of quilting with instruction and education for its members and the public. The Ogallala Quilters' Society is to be a gathering place and communication device for people with an interest in quilting and related activities.

Section 2. Objectives of the Ogallala Quilters' Society

- A. Communications, primarily by newsletter, to all interested persons in the Ogallala area concerning quilt related events, groups and subjects.
- B. Annual Quilt Festival in the spring of each calendar year to be used to promote the art and history of quilting through an annual Quilt Show and Contest and encourage instruction and education through lectures, demonstrations and classes.
- C. Biannual Membership Meetings in the fall and at the Spring Festival of each year are to be used for communication, instruction and education and for Ogallala Quilters' Society business.

Section 3. Policies

- A. The Ogallala Quilters' Society may cooperate with other organizations and agencies concerned with quilting, but persons representing the Ogallala Quilters' Society in such matters shall make no commitments that bind the entire organization without permission of a majority of the board of directors.
- B. In the event of dissolution of the Ogallala Quilters' Society, its assets, properties and all funds remaining in the treasury after outstanding debts are settled shall be given, contributed, or donated to a museum to be used for the preservation of quilts and quilting history. The recipient organization will be determined, upon the recommendation of the Board of Directors, by a majority vote of the members at the last regular meeting.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. Membership in the Ogallala Quilters' Society shall be available without regard to race, color, creed, sex or national origin. Membership drives will be directed primarily for quilters residing in the Ogallala area, but persons from other areas, states or countries are welcome.

Section 2. The Ogallala Quilters' Society shall conduct an annual enrollment of members in the fall at the general membership meeting, but persons or groups may be admitted membership at any time.

Section 3. Dues

- A. The amount of annual dues is to be determined by the Board of Directors at their last meeting of the year.
- B. Dues will not be prorated. There will be no youth or senior discounts.

Section 4. Membership Benefits of the Ogallala Quilters' Society

- A. Individual membership entitles each individual member to newsletters, free admission and one quilt entry fee at the quilt festival.
- B. A group membership entitles the group to newsletters and one group quilt entry fee at the quilt festival. The quilt submitted by a group member must be a group quilt.

ARTICLE V: MEETINGS

Section 1. A General Membership and Business meeting held each fall will be to recruit new members and to finalize plans for the Spring Festival.

Section 2. The general business meeting held each spring at the Spring Festival will be for the purposes of board member elections and other business requested by members and designated by the Board of Directors.

Section 3. The members present shall constitute a quorum for the transaction of business at any general meeting of the Ogallala Quilters' Society. A majority vote of the quorum is needed to confirm the transaction being voted upon. (amended 09-2023)

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Each board member of the Ogallala Quilters' Society shall be a member of the Ogallala Quilters' Society.

Section 2. Board members shall be elected at the general business meeting during the spring quilt festival and shall be installed at the next board of directors meeting. Both retiring, remaining and newly elected board members will be present at that next Board of Directors meeting. The board members will immediately assume their official duties after installation. The previous year's fall meeting and the immediate past spring festival will be reviewed, and the coming years events will be planned at that board of directors meeting.

Section 3. The frequency of the Board of Directors meetings will be as needed.

Section 4. Potential and eligible board members will be selected by the Nominating Committee (see Article 8, Section 2) for open positions on the Board of Directors to a term of three (3) years. A person may be re-elected to serve unlimited consecutive terms on the Board of Directors. (amended 09-2023) Vote will be by secret ballot. Counting will be conducted in the presence of membership.

Section 5. At the Board of Directors meeting, immediately following the Spring Festival, the members of the Board of Directors will elect officers for the following year from the new board.

Section 6. Vacancies

- A. Vacancy in position of Chairperson will be filled by Vice-Chairperson.
- B. Vacancy in other offices will be filled from within the board members.
- C. Vacancy on the Board will be filled by appointment of board members until next election.

Section 7. (amended 09-2023) Board meetings will be allowed to be conducted electronically if needed.

ARTICLE VII: DUTIES OF BOARD OF DIRECTORS

Section 1. Board of Directors consists of Chairperson, Vice-Chairperson, a Treasurer, a Secretary, five other elected or appointed board members, and the immediate past Chairperson if not currently serving a term as Board Member. (amended 09-2023) Ideally, there will be nine members of the board. Additional appointments to the board may be made in extenuating circumstances. The nine members were drawn and split to serve rotating 3 each year.

Section 2. Duties of Board of Directors

- A. Members of the Board of Directors will meet at the request of the Chairperson. It is their duty to transact necessary business of the Ogallala Quilters' Society in the intervals between the fall meeting and the spring festival. A majority of the members of the Board of Directors shall constitute a quorum to transact business.
- B. The Board of Directors is to create special committees to ensure that Ogallala Quilters' Society is properly conducted and its purposes are achieved. The Board of Directors is to approve Chairpersons and plans of work for each committee created.

Section 3. Duties of the Chairperson

- A. Call all meetings of the Board of Directors.
- B. Preside at all Board of Directors meetings and all Ogallala Quilters' Society meetings.
- C. Shall appoint all committee Chairpersons, except the nominating committee.
- D. Shall serve as ex-officio member of all committees, except the nominating committee.
- E. Shall coordinate the work of the board and committees.

Section 4. Duties of Vice-Chairperson

- A. Shall preside in absence of or at the request of the Chairperson.
- B. Serve as Chairperson of the program committee.
- C. Coordinate the work and activities as assigned by the Chairperson of the Board of Directors.

Section 5. Duties of Secretary

- A. Keep records/minutes of Board of Directors meetings.
- B. Keep records/minutes of general session meetings.
- C. Conduct general correspondence of the Ogallala Quilters' Society.
- D. Be responsible for compilation of the historical yearbook.
- E. Keep a current copy of the by-laws.

Section 6. Duties of Treasurer

- A. Prepare the Budget.
- B. Keep a full and accurate permanent record of all receipts and expenditures to properly account for all funds of the (amended 09-2023) society on a monthly basis.
- C. Make disbursements as authorized by the Chairperson or Board of Directors and maintain Ogallala Quilters' Society bank accounts.
- D. Prepare reports/statements to give to the Audit Committee.

Section 7. Duties of other Board Members

- A. Past-Chairperson of the Board of Directors shall serve as an advisor only.
- B. Other Board of Directors members shall be prepared to chair and serve on committees as requested by the Chairperson.

ARTICLE VIII: COMMITTEES

Section 1. The chairperson of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the board.

Section 2. Nominating Committee

- A. Consists of three members, one selected from the board of directors, and two others appointed from the general membership.
- B. Duties are to nominate at least one eligible person for each open seat on the Board of Directors. Additional nominations may be made at the Spring Festival general meeting. The Chairperson must be given twenty-four (24) hours notice of intent to nominate from the floor. Only those persons who have signified their consent to serve if elected, shall be nominated for or elected to such positions.

Section 3. Other Standing Committees

- A. Audit Committee – the Audit Committee will consist of one member from the Board of Directors and two persons from the General Membership. Their duty will be to audit the financial records of the Ogallala Quilters' Society at the end of the fiscal year and at any time that there is a change in the office of Treasurer.
- B. Publicity Committee – The publicity committee will consist of a member of the Board of Directors and as many members from the General Membership as appointed by the Board of Directors as needed. The duties of the Publicity Committee will be to promote all the activities of the Ogallala Quilters' Society.
- C. Program Committee – The program committee shall be chaired by the Vice-Chairperson of the Board of Directors, with other committee persons being appointed from the Board or general membership as needed. The program committee shall plan, coordinate and implement the activities of the Ogallala Quilters' Society.

Section 4. Special Committees

- A. The Board of Directors may create such special committees as it may deem necessary to promote the objective and carry out the work of the Ogallala Quilters' Society.
- B. The term of each chairperson of a special committee shall be until the completion of the job for which that committee was formed, at which time the special committee will cease to function.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Ogallala Quilters' Society shall begin on June 1 and end on the following May 31 of each calendar year.

ARTICLE X: PARLIAMENTARY AUTHORITY

"Robert's Rules of Order, Newly Revised" shall govern the Ogallala Quilters' Society in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XI: AMENDMENTS

These by-laws may be amended at any general business meeting of the Ogallala Quilters' Society by a majority vote of members present and voting, a quorum being established. Notice of the proposed amendment shall have been given through the newsletter (amended 09-2023) or electronic means with at least thirty (30) days notice.