

**By-Laws of the PALMETTO QUILT GUILD, INCORPORATED
of Hilton Head, SC
Adopted October 19, 2017**

Article I Name and Purpose

A. Name

The name of this organization shall be the "PALMETTO QUILT GUILD, INCORPORATED" (The Guild) as established on September 29, 2017.

B. Purpose

Promote and preserve the art of quilting,

Educate the membership on the history of quilting, its intricacies and ongoing evolution, and provide the opportunity for education, communication and participation to enhance the member's enjoyment in the art of quilting.

Promote the art and craft of quilting to the general public by increasing awareness of quilt history, design, and preservation through education and exhibits.

C. This organization shall be non-partisan, non-sectarian, non-profit and not connected with any commercial enterprise.

D. The Guild is organized exclusively for charitable and education 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 provision of any future Internal Revenue Code.

E. Notwithstanding any other provisions of its Charter or these By-Laws, The Guild shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

F. No part of any net earnings or resources of The Guild shall inure to the benefit of any individual, or to any Director or Officer of The Guild, except that reasonable compensation may be paid for services rendered to or for The Guild affection of its purposes. No Director or Officer of The Guild or any private individual shall be entitled to share in the distribution of any of The Guild's assets on dissolution of The Guild.

G. Location and Office

The Guild will maintain a mailing address within Beaufort County, South Carolina.

H. Distribution Upon Dissolution

Upon termination or dissolution of The Guild, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described as a charitable organization in the 1986 Internal Revenue Code or corresponding sections of any future Internal Revenue Code, or to the Federal, State or local government for exclusively public purposes.

Article II Membership

A. Membership

Any person who subscribes to the purposes of The Guild shall be eligible for membership upon payment of annual dues.

Membership will be nondiscriminatory with respect to race, creed, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

B. Dues

Membership dues shall be at such a rate, schedule or formula as may from time to time be prescribed by the Board of Directors, and approved by the general membership.

C. Visitors

Visitors shall pay a guest fee, the amount to be set by the Board.

D. Membership Business Meetings

There will be at least two (2) Guild Business Meetings each year. These will consist of one (1) meeting that will provide the membership the opportunity to approve the slate of elected officers and one (1) meeting to approve the proposed budget.

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E. Membership Business Meeting Quorum

When a membership vote is required on Guild business, such as Officer elections or budget motions, a quorum of 25% of the membership total is required to conduct business and a simple majority (over half of the members in attendance) is required to pass a motion. Visitors will not be allowed to vote.

F. Quilt Show Requirements

As a part of membership, members will be required to fulfill certain requirements during quilt show years.

1. All members must sell the required number of raffle quilt tickets provided by the Quilt Show Committee or contribute an amount equal to the value of the tickets.
2. A member must work at least one (1) shift per quilt entered in the Show.
3. A member must work at least one (1) shift at the Show. A shift worked for an entered quilt would fulfill this requirement.
4. Additional requirements may be determined during the planning process for the Quilt Show and require member notification at least 6 months prior to the Show month.

G. Membership List

A membership list will be maintained and will be made available to all Guild members. It is not to be used by any member to promote oneself or any other organization without express written consent of the Board.

Article III Board of Directors

A. General Powers

The Board of Directors will manage the affairs of The Guild. Directors shall be vested with and may exercise all the powers of The Guild except as otherwise provided by law or by The Guild By-Laws. All members of the Board will conduct board business in the best interest of the Guild membership. It is the duty of the Board to keep the membership informed of both current and proposed activities and expenditures.

B. Board Members

The Board will consist of a minimum of seven (7) Directors and a maximum of nine (9), the maximum to be set by the Board at the beginning of every fiscal year. The seven (7) members will be the President, Vice President, Secretary, Treasurer, Membership Chair, Current Year

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Program Chair and the Quilt Show Chair. Those officers and/or positions to be added will be determined at the time the maximum number is set. (Note: When a position is shared, that is more than one person fulfills the position, there will be only one vote per position)

C. Board Meetings

The Board is required to meet at least once a quarter. The intent is that the Board will meet at least nine (9) times a year, unless no Board action is required. All Board meetings shall be held prior to the general Guild membership meetings. Special meetings of the Board may be called by the President or upon request by one-third of Board members.

Notice of any special meeting of the Board shall be given at least three (3) days prior to said meeting, by email. The purpose of the special meeting must be specified in the email notice.

There shall be a joint turn-over meeting of the outgoing Board of Directors with the incoming Board of Directors which will be held in December.

D. Quorum

A simple majority (more than half) of the Board shall constitute a quorum for the transaction of business at any meeting. A written proxy may be sent to another Board member prior to the meeting. If a majority is not present, a majority of the Board members present can adjourn the meeting without further notice.

E. Unfilled Positions

In the event of a vacancy occurring during the term of any Board member, the Board shall make an appointment to fill the vacancy for the unexpired term.

Article IV Officers

A. Elected Officers

The elected officers of the Guild are President, Vice President, Secretary, Treasurer, Membership Chair and Program Chair.

B. Appointed Positions

Other officers or committee chairpersons will be appointed by the Board at the beginning of every fiscal year based on the needs of The Guild for that year. Their titles and responsibilities will be defined in the Policy & Procedures Manual.

C. Election of Officers

The Officers shall be elected at the November meeting of The Guild. Officers may serve only two terms in succession in the same position. Officer terms shall be staggered so that approximately half the number of Board officers will end their terms in any given year.

D. Unfilled Positions

In the event of a vacancy occurring during the term of any appointed positions, the Board shall make an appointment to fill the vacancy for the unexpired term.

E. Removal of Officers

A person filling an elected or appointed position may be removed by a vote of two thirds of the Board of Directors then in office.

Article V Financial Policies

A. Fiscal Year

The fiscal year shall be from January 1st to December 31st.

B. Incurring of Liability

No member of The Guild shall incur any liability on behalf of The Guild without previously obtaining the authorization of the Board. An approved budget line item constitutes approval.

The Board may approve unbudgeted expenses that do not exceed \$300. The Guild Membership must approve unbudgeted expenses above \$300.

Members will not receive reimbursement for unauthorized purchases and/or expenses. Members must present the reimbursement request form with a receipt and other appropriate

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documents in a timely manner to be reimbursed for approved expenses. A request must be submitted 15 days prior to the end of the fiscal year in which the purchase was made.

C. Budget

The Treasurer and the President are responsible for the formulation of the budget and shall prepare a draft budget to be approved by the Board. The Board approved budget will be posted to the membership and put to a vote at the next Guild Business Meeting.

D. Financial Review

The Vice President shall appoint a non-Board member to perform a review to examine and verify the Treasurer's accounts and financial statements.

In Quilt Show years, the review will include the records of the Quilt Show Committee.

The results of The Guild review shall be presented to the Board within 60 days of the end of the fiscal year. The results of the review of the Quilt Show records shall be presented to the Board within 60 days of the close of the Quilt Show.

Article VI Charitable Emphasis

A. The on-going focus of community giving is charity quilts and/or donation of funds for specific purposes.

B. Community Service and Outreach Programs endeavor to make charity quilts to be donated to local nonprofit organizations who provide relief to the poor, the distressed, the underprivileged, the elderly and veterans or advocate for families suffering from domestic violence, rape or child abuse.

Article VII Miscellaneous

A. Policies and Procedures

A Policy and Procedures Manual will be maintained to document the policies and operating rules to be followed by elected and appointed officers in the day-to-day operations of The Guild. The Secretary will be responsible for its maintenance.

B. Books and Records

The Guild shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by Directors without a meeting and a record of all actions taken by committees of the Board.

The Guild will also keep a copy of any legal documents as well as the By-Laws as amended to date.

C. Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect The Guild's interest when it is contemplating any transaction or arrangement that may benefit any director, officer or member of a committee with board-delegated powers.

Article VIII Document Retention Policy

A. Purpose

The purpose of this article is establishing standards for document integrity, retention and destruction and to promote the proper treatment of The Guild's records.

B. General Guidelines

Records should not be kept if they are no longer needed for the operation of The Guild or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense that can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

C. Minimum Retention Periods for Specific Categories

- Legal Documents – Legal documents include federal and state forms and Bylaws are to be retained permanently. When taxes are filed, Form 1023 is to be available for public inspection upon request.
- Tax Records – Tax records include proof of contributions made by donors, accounting procedures and other documents regarding The Guild revenues. These documents should be retained for at least seven years from filing.
- Board and Board Committee Materials. – Meeting minutes should be retained in perpetuity in The Guild minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years.

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- Press Releases/Public Filings – The Guild should retain permanent copies of appropriate press releases and publicly filed documents under the theory that The Guild should have its own copy to test the accuracy of any document a member of the public can theoretically produce against The Guild.
- Legal Files – Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- Contracts – Final, executed copies of all contracts entered into by The Guild should be retained. The Guild should retain copies of the final contracts for at least three years beyond the life of the agreement and longer in the case of publicly filed contracts.
- Correspondence – Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- Banking and Accounting – Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statement, deposit slips and checks (unless for important payments and purchases) should be kept for three years.
- Insurance – Cover page for expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- Audit Records – External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Article IX Amendments

By-Laws may be amended at any general Guild Membership Business Meetings. A quorum of 25% of the total membership must be in attendance and may pass the amendment by a majority vote. The proposed amendment(s) must be posted in the newsletter at least 10 days prior to the date of the meeting.