

American Quilt Study Group By-Laws

Revised and Adopted 2009

Article I. Offices

- a. Principal Office. The principal place of business of the corporation and the principal executive offices of the corporation shall be located in the City of Lincoln, Lancaster County, State of Nebraska. The corporation may have such other offices, either within or without of the State of Nebraska, as the Board of Directors may designate or as the business of the corporation may require.
- b. Registered Office. The registered office of the corporation may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. Mission

- a. Mission. The American Quilt Study Group establishes, sustains, and promotes the highest standards for quilt-related studies. We stimulate, nurture and affirm engagement in quilt studies, and provide opportunities for dissemination.

Article III. Members

- a. General Areas. Membership in the corporation shall be by written application and payment of appropriate dues. Membership categories shall include Individual, Guild/ Organization, and Corporation. Dues shall not be refundable. The membership year shall be November 1 through October 31.
- b. Rights of Membership. Individuals holding membership in the corporation shall have the right to vote for members of the Board of Directors, stand for election to the Board, and may have such other rights and benefits of membership as the directors may from time to time determine.
- c. Annual Meeting. The Annual Meeting of the membership will take place at the Annual Seminar hereinafter referred to as the "Seminar".

Article IV. Board of Directors

- a. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall determine the compensation, if any, to be paid the Executive Director and staff of the corporation.
- b. Number of Directors. The number of directors of the corporation shall be no fewer than five (5) nor more than fifteen (15).
- c. Tenure of Directors. Each Director shall hold office for a three (3) year term. The term of office of the newly-elected Board Members will begin on January 1 of the year immediately following the year of election. Directors may serve two successive terms, if reelected.
- d. Qualifications of Directors. Qualification for nomination and election to the Board of Directors shall be membership in the corporation for at least one year preceding nomination.
- e. Election of Board of Directors. The Nominating Committee shall present a list of Nominees for election to the Board of Directors on a timely basis to allow publication in the Summer issue of the corporation's newsletter, *Blanket Statements*. Members of the corporation may vote by mail. Ballots must be postmarked no later than fourteen (14) calendar days prior to the date of the annual meeting. Results of the election will be announced at the annual meeting of the membership at the Seminar.
- f. Meetings of the Board of Directors. The Board of Directors shall meet in the Fall, following the Seminar at the site of the Seminar, and in the Spring at such time and place as may be chosen by the Board of Directors, within or without the State of Nebraska.

If unable to attend in person, members of the Board of Directors may participate in a meeting of such board by means of a conference telephone call or other electronic equipment that allows simultaneous communication among all persons participating in the meeting. Participating by such means shall constitute presence in person at the meeting.

- g. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any director. The person or persons authorized to call special meetings may fix the time and place of the meeting called by them.

- h. Notice of Special Meetings. Notice of any special meeting and the tentative agenda for the meeting shall be given at least five (5) calendar days previous thereto by written notice sent by U.S. Mail, electronic mail or by courier to each director at his or her regular mailing address. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of the business because the meeting is not properly called.
- i. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, but if less than a majority is present, a majority of those present may adjourn the meeting from time to time without further notice.
- j. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. All actions taken and business conducted by electronic means shall be considered legitimate.
- k. Compensation. It is the intention of the Board of Directors of the corporation that directors shall serve in a voluntary capacity without payment or remuneration except reimbursement for out-of-pocket expenses actually incurred by such director not to exceed a maximum limit established from time to time by the Board of Directors. The Board of Directors may by resolution provide for the payment of salaries or fees to a director or directors for specific services rendered to the corporation.
- l. Resignations. Any director of the corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. Such resignation shall take effect on the date specified in the written notice, or on the date it is received by the President or Secretary when no date is specified in the notice.
- m. Removal of Directors. Any director may be removed with cause at any time by a two-thirds vote of the entire Board of Directors at a regular meeting or special meeting called expressly for that purpose. Cause for removal shall be failure to fulfill the responsibilities of a director or indictment for criminal activities.
- n. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal or any other cause, shall be filled by the majority vote of the remaining directors then in office, though less than a quorum, and each director so elected shall hold office for a term to expire at the same time as the term of the director whose vacancy he or she was elected to fill, or until his or her death, resignation or removal, whichever occurs first.
- o. Term of Office for Replacement Directors. Any director who was elected to complete a term of office may be elected to two full terms of office after having completed the partial term for which she or he was elected.
- p. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Article V. Officers

- a. Number. The officers of the corporation shall be President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.
- b. Election and Term. The officers shall be elected by the Board of Directors annually at the Fall meeting of the Board of Directors. The term of office shall be two years starting January 1 of the next year following election. However, officers may be re-elected to succeeding terms.
- c. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the entire Board of Directors when the best interests of the corporation would be served thereby, as determined in the sole discretion of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person removed.
- d. Vacancies. A vacancy in any office which occurs for any reason may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

- e. President. The President shall preside at all meetings of the Board of Directors. The President shall be the general manager of the corporation and, subject to the control of the Board of Directors, shall in general supervise and direct operations of the corporation. The President may sign, with the Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for membership in the corporation, and deeds, mortgages, bonds, contracts, bids or other instruments which the Board of Directors has authorized to be executed. In general, the President, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, shall in general perform all duties as may be prescribed by the Board of Directors from time to time.
- f. Vice President(s). In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- g. Secretary. The Secretary shall:
 - 1. take the minutes of the meetings of the Board of Directors filing them in one or more books provided for that purpose;
 - 2. see that all notices are duly given in accordance with the provisions of these By-laws and as required by law;
 - 3. be custodian of the corporate and membership records;
 - 4. keep a register of the post office address of each director which shall be furnished to the Secretary by such directors;
 - 5. in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- h. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:
 - 1. assist the staff in setting up the budget for the fiscal year;
 - 2. be available for consultation with Executive Director; and
 - 3. in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- i. Immediate Past President. The immediate Past President, if her tenure on the Board has expired, shall become an ex-officio member of the Board, serving as a consultant for one year. As a consultant with no right to make motions or vote, the immediate Past President shall not be counted in determining if a quorum is present.

Article VI. Executive Director

- a. Executive Director. The Board of Directors may appoint an Executive Director who shall carry out the day-to-day business of the organization pursuant to authorization granted by the Board of Directors. The Executive Director shall:
 - 1. have charge and custody of and be responsible for all funds, securities and required records of the corporation;
 - 2. receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with provisions of Article V of these by-laws.
 - 3. serve as an ex-officio, non-voting member of the Board of Directors.
 - 4. in general perform all duties incident to the position of Executive Director and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- b. The Executive Director's employment will continue until terminated, with or without cause, by either party on written notice to the other.

Article VII. Contracts, Loans, Checks, Deposits and Contributions

- a. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to negotiate, bid on and enter into any contract or execute and deliver any contract in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All contracts over \$5,000 must be specifically authorized by the Board of Directors.
- b. **Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the corporation to its officers or directors.
- c. **Checks.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- d. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- e. **Contributions.** Any contributions, bequests or gifts made to the corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Article VIII. Fiscal Year

The fiscal year of the corporation shall be July 1 through June 30.

Article IX. Waiver of Notice

Whenever any notice is required to be given to any incorporator or member or director of the corporation under the provisions of these By-laws or under the provisions of the Nebraska Nonprofit Corporation act or any other applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X. Amendments

The By-laws may be altered, amended or repealed and new By-laws may be adopted by votes of the Board of Directors and the membership as provided by Nebraska law. The Board of Directors may vote at any regular or special meeting of the Board of Directors. Following approval by the Board of Directors, the proposed amendments shall be published in *Blanket Statements*. Voting by the membership shall be by mail ballot returned to the principal office of the corporation. Amendments must be approved by two thirds (2/3) of the members voting in order to be adopted.