

VIENNA QUILTERS UNLIMITED BYLAWS
As amended June 11, 2017

Article I. Name

The name of this organization shall be the Vienna Chapter ("Chapter") of Quilters Unlimited ("QU").

Article II. Purpose and Policy

1. The purpose of this Chapter shall be to preserve the tradition, culture and history of quilting, and to promote the knowledge and understanding of the art of quilting through continuing education services for members and public education activities.
2. The policy of the Chapter is to enjoy rather than judge each other's work.

Article III. Membership

1. Any person who is interested in furthering the purpose of QU may become a member upon payment of dues to the Chapter Treasurer.
2. Persons who join Vienna Chapter shall be voting members of QU and the Vienna Chapter.
3. Members: Voting members of the Chapter shall consist of two classes: Active and Associate. Active members are those members in good standing who have paid their annual dues to Vienna Chapter. Associate members are those individuals who are active members of another Chapter and who have paid dues to this Chapter.
4. Dues: Annual dues are set by the QU Board of Directors and approved by 2/3 vote of the QU Board. One half (1/2) of this amount shall be retained by the Chapter and one half remitted to QU. Each member shall pay annual dues in September. A member is dropped from the roster if dues are not paid by November 1. No payment of dues shall be accepted at the Annual Meeting. Associate members shall pay the amount determined by the QU Board.
5. Membership Categories: Individual, Associate, Family and Lifetime (only those who are Lifetime members as of June 30, 2017 will be grandfathered into that category and will be excused hereafter from the payment of dues). A Family membership shall be defined as two or more family members living at the same address. All members in good standing shall be voting members of QU and of the local Chapters to which they

belong. QU Chapters will have the same Membership Categories as those stated in QU BYLAWS and the same dues as approved by the QU Board of Directors.

6. An individual member from one Chapter may belong to additional Chapters. These members shall be Associate Members.

Article IV. Meetings

1. The regular meetings of the Vienna Chapter shall be scheduled each month on the third Tuesday from September to May and at such other dates set by the Chapter Executive Board.

2. The regular meeting during the month of May shall be known as the Chapter Annual Meeting and shall be for the purpose of electing new officers and for any other business that may arise.

3. Special meetings of the Chapter may be called by the President, and shall be called upon the request of ten (10) members. Only business stated in the meeting notice shall be transacted at special meetings.

4. Special meetings of the Executive Board may be called by the President or a majority of the Executive Board. Only business stated in the meeting notice shall be transacted at special meetings.

5. Fifteen (15) members shall constitute a QUARUM at any meeting of the Chapter.

6. Notices of the Annual Meeting or Special Meeting stating the date, time, place, and purpose of the meeting shall be given to members at least fourteen (14) days prior to said meeting. Except in cases of emergency, notices of Special Meetings of the Executive Board stating the time, place and purpose of the meeting shall be given to members of the Executive Board at least three (3) days prior to said meeting.

Article V. Executive Board

1. The Executive Board of the Chapter shall be composed of all elected officers and Standing Committee Chairmen. Each shall be entitled to one vote. Four members shall constitute a QUORUM.

2. The Executive Board shall select a bank to act as depository for Chapter Funds and shall designate the person or persons who are authorized to sign checks.

3. The Executive Board shall present an annual program and budget for adoption at the first regular Chapter meeting in September.

4. The Executive Board shall authorize all non-budgeted expenditures over \$25.00.
5. The Executive Board shall require the keeping of proper records of all receipts and disbursements of the Chapter, including accrual items of incoming expense and liability incurred, and in sufficient detail to permit at least one audit per year, and the preparation of such financial records as may be required by law and by QU.
6. The Executive Board shall submit all financial and membership reports as required by the QU Board of Directors.
7. The fiscal year of Vienna Chapter shall begin on the first day of July of each year.
8. Audits: Immediately after the close of the fiscal year, and at such times as may be advisable, the President shall appoint a committee to audit the books and records and make a report thereon. An Annual Statement, which should include at least a balance sheet showing net worth and liabilities at the end of the fiscal year shall be published in the first newsletter following the close of the fiscal year. A statement of income and expenses shall be prepared for the Annual Meeting.

Article VI. Election of Officers

1. The elected officers of this Chapter shall be President, Vice President, Secretary, Newsletter Editor, Treasurer, and Nominating Committee Chair.
2. Nominations: Nominations for elected officers shall be made by the Nominating Committee who shall consist of the elected Chair and two (2) members appointed by the Chair, who do not currently serve on the Executive Board.
3. Election of officers shall be by ballot at the Annual Meeting. If there is only one candidate for an office, the vote may be made by voice if no objection is made.
4. Officers will serve for one (1) year or until their successors are elected, and their terms shall begin at the close of the Annual Meeting at which they are elected.
5. Vacancies in office shall be filled by the Executive Board
6. An officer shall serve no more than two (2) consecutive terms in the same office, or until his/her successor has been elected. The Chapter president may not hold any other QU Board of Directors position.
7. Any officer may be removed from office by the affirmative vote of two thirds (2/3) of the Executive Board in attendance at any regular meeting or special

meeting called for that purpose for nonfeasance, or malfeasance, or misfeasance, for conduct detrimental to the interests of the organization, or for refusal to tender reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to appear before and be heard by the Executive Board.

Article VII. Duties of Officers

1. The **President** shall:
 - a. Preside over all meetings of the Chapter and the Executive Board,
 - b. Call special meetings of the Chapter and the Executive Board,
 - c. Assure that the Chapter is represented at all QU Board of Directors meetings,
 - d. Appoint chairman and members of all Chapter committees,
 - e. Be an ex-officio member of all Chapter committees except the Nominating Committee,
 - f. Pay bills in the absence of the Treasurer.

2. The **Vice President** shall:
 - a. Assist the President and assume duties of the President in the absence of the President or if for any reason the presidency is vacated,
 - b. Obtain the monthly meeting place for the Chapter,
 - c. Be a liaison with Chapter bees,
 - d. Welcome prospective and new members.

3. The **Secretary** shall:
 - a. Conduct the correspondence of the Chapter as directed by the President or Executive Board,
 - b. Keep a complete record of all Chapter meetings and Executive board meetings,
 - c. Have general supervision of and provide for the safekeeping of the Minutes of the current and previous years,
 - d. Publicize meetings to the general public.

4. The **Newsletter Editor** shall:
 - a. Issue the newsletter and all notices from the Executive Board to the VQU Membership as may be directed by these Bylaws, the President, or the Executive Board,
 - b. Send the newsletter to the Presidents of other QU Chapters, and to the President of the QU Board of Directors.

5. The **Treasurer** shall:
 - a. Be the custodian of the Chapter funds,
 - b. Keep an account in detail of all money received and disbursed,
 - c. Maintain a current roster of membership,
 - d. Forward affiliation monies to the Treasurer of QU upon receipt accompanied by complete membership information,
 - e. Present periodic financial reports to the membership and the Executive Board,
 - f. Prepare a complete financial report for both the Chapter and for the QU Board of Directors at the end of each fiscal year or as required by the QU Board of Directors.

6. The **Nominating Committee Chair** shall:
 - a. Appoint to the Chapter's Nominating Committee two (2) members who do not currently serve on the Executive Board,
 - b. Secure a slate of officers for the offices to be filled and secure the consent of the nominees to serve if elected,
 - c. Submit a written list of nominees to the Executive Board in due time to be included in the notice of Annual Meeting given to Chapter members. Additional nominations may be made from the floor at the Annual Meeting provided the nominee's consent has been secured.
 - d. Represent the Chapter on the QU Nominating Committee.

7. All officers shall maintain files and records and shall deliver them to their successors by July 15.

Article VIII. Standing Committees

The President shall appoint standing committees for Membership, Programs, and Hospitality as soon as convenient after each Annual Meeting. Chairmen of standing committees are members of the Executive Board of this Chapter

- a. The Membership Committee shall distribute new membership information and assist the Treasurer with registration and roster compilation.
- b. The Program Committee shall be responsible for programs and shall prepare a list of programs for the year for Executive Board approval prior to the first Chapter meeting in September.
- c. The Hospitality Committee shall be responsible for providing refreshments at all Chapter meetings.

Article IX. Amendments

These Bylaws may be amended by a two thirds (2/3) vote of members present at any Annual or Special meeting, provided the amendment has been proposed by the Executive Board or a committee authorized by the Chapter, and provided notice of such amendment has been included in the notice of the meeting given to members.

Article X. Limitation and Dissolution

1. The affairs and activities of the Vienna Chapter of QU shall be conducted in such manner that no part of its net earnings shall accrue to the benefit of any member, officer, or other individual.^[1]~~[SEP]~~
2. This Chapter shall not carry on propaganda or otherwise attempt to influence legislation, and shall not participate in nor intervene in any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of this organization shall take any action or carry on any activity by or on behalf of the Vienna Chapter of QU not permitted to be taken or carried on by an organization except under Section 501c(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
4. Upon dissolution of the Chapter and after payment of all debts, all remaining assets of the Chapter shall be transferred to QU. Membership shall be transferred to other chapters as desired by the members.

Article XI. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Bylaws of QU.

These Bylaws were adopted by a 2/3 vote of the Chapter on June 15, 1997, and last amended on June 11, 2017.

Laura Fraser, Chapter President 2015-17
Darlene Howke, Bylaws Committee Chair

Laura Fraser June 20, 2017

6

Approved:
Juan Baur
QU President