

Approved by General Membership July 27, 2006  
Amendments approved by general membership August 28, 2007  
Article III, Section 5 amendment approved by general membership May 21, 2012  
Amendments approved by general membership September 21, 2015

## **Bylaws of the Northern New Mexico Quilt Guild**

### **Article I Name**

The name of this organization shall be the "Northern New Mexico Quilt Guild," hereinafter referred to as "NNMQG."

### **Article II Purpose**

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), to promote the art and craft of quilt-making through education, participation and community service.

### **Article III Membership**

#### **Section 1. Membership Eligibility**

All persons, regardless of race, creed, color, age, sex, religion, or national origin are eligible for membership in the NNMQG.

#### **Section 2. Membership Responsibilities**

Members shall abide by the bylaws of the NNMQG. Each member shall, to the best of his or her ability, and within his or her own resources, assist in NNMQG undertakings and may serve on committees when requested to do so.

#### **Section 3. Membership Dues**

Annual membership dues shall be set from time to time by a vote of the Board of Directors. A member shall be in good standing when annual dues are paid in full. Complimentary membership may be approved by a vote of the Board of Directors.

#### **Section 4. Membership Expiration and Resignation**

Membership in the NNMQG automatically expires for failure to pay applicable dues.

### **Article IV Meetings of Members**

Section 1. Membership Meetings

General membership meetings of the NNMQG shall be held at least six times a year at such time and place as the Board of Directors may designate.

Section 2. Notice of Meetings

Notice of each meeting shall be provided to members at least 30 days before the meeting by electronic, postal or other delivery means to members' last provided addresses.

Section 3. Voting and Quorum

Voting at membership meetings shall be in person with each member in good standing having a single vote per question. However, members may vote in elections or on any matter presented by the Board of Directors without a meeting, where the votes are submitted in writing by electronic, postal or other delivery means. No less than 10 percent of the NNMQG membership present in person or participating in writing shall constitute a quorum. All questions shall be decided by a majority vote.

**Article V**  
**Board of Directors**

Section 1. Powers

Governance of the NNMQG shall be vested in a Board of Directors which shall have control and management of the affairs and business of the Corporation. No officer or Board member shall incur or contract any indebtedness on behalf of the NNMQG without a majority vote of the Board of Directors.

Section 2. Composition, Selection and Terms

The Board of Directors shall consist of at least three (3) members of the NNMQG, including Officers elected by NNMQG members or by other Directors in the case of a vacancy, and chairpersons of all committees appointed by the President and ratified by the Executive Committee.

Only members in good standing of the NNMQG are eligible to vote, nominate, be nominated for office, and/or serve as Officers.

A Nominating Committee appointed by the President shall develop a slate of officers for approval by the Board of Directors and ratification by a majority vote of NNMQG members in good standing during a regularly scheduled membership meeting during the last half of each calendar year.

Officers shall be elected to serve one-year terms that begin in January following their election. No Officer may serve in one office for more than three consecutive one-year terms.

Section 3. Resignation and Removal

Any director may resign by giving written notice of his/her resignation to the President or the Board of Directors. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

Any board member may be removed, with or without cause, by a two-thirds vote of the Board present at any meeting with a quorum.

#### Section 4. Vacancies

Any vacancy occurring in any office, for whatever reason, shall be filled by a replacement for the unexpired term by the President with approval of the Board of Directors.

#### Section 5. Meetings

The Board of Directors shall meet quarterly at a time and place to be determined by the President, provided that notice is given at least one week prior to the meeting date. A majority of the Board of Directors constitutes a quorum; a majority of votes is required to carry a matter when a quorum is present. Meetings may be held in person, by telephone or electronically as long as board members can communicate verbally.

#### Section 6. Action without Meeting

Any action required of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing by electronic, postal or other delivery means, and as long as the action is filed in the minutes of the next regularly scheduled meeting of the Board of Directors.

#### Section 7. Compensation

Members of the Board of Directors shall serve without compensation for their services as board members or officers. Directors and officers may be reimbursed for expenses reasonably incurred on behalf of the Corporation.

#### Section 8. Conflict of Interest

Any board member or committee member having an interest in a transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his/her interest to the Board of Directors or committee prior to acting on such transaction or determination. The body to which such disclosure is made shall determine, by a majority vote, whether the disclosure shows that a reasonably perceived conflict exists. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate in the discussions or deliberations with respect to such transaction or determination.

#### Section 9. Indemnification

The Board of Directors may, to the fullest extent permitted by the General Corporation Law of New Mexico, indemnify any and all persons who it shall have power to indemnify against any and all expenses, liabilities or other matters made in accordance with applicable statutory standards; provided such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Revenue Law).

## **Article VI Officers**



### Section 1. Officers

The Officers of the NNMQG shall be the President, Vice-President, Treasurer, Secretary and Immediate Past President. Officers, except the Immediate Past President, shall be elected by members of the NNMQG according to Article V of these bylaws.

### Section 2. Authority and Duties

The Officers shall have the authority and responsibility delegated by the board as follows:

- (a) The President shall preside at all NNMQG meetings and at all meetings of the Board of Directors and the Executive Committee and shall, in general, manage the affairs of the NNMQG, signing all contracts and agreements in the name of the Corporation and otherwise perform all of the duties which are ordinarily the function of the office and other duties as may be prescribed by the Board of Directors. The President shall appoint chairpersons of committees in consultation with other Officers. The Immediate Past President shall serve on the Board with full voting privileges during the Incumbent President's first term.
- (b) The Vice President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.
- (c) The Treasurer shall serve as custodian of the funds of the Corporation and shall be responsible for keeping accurate and adequate records of the assets, liabilities and transactions of the Corporation and making no disbursements without the authority of the Board of Directors; prepare financial statements and report to the Board of Directors and membership; and take responsibility for any and all reports required by taxing authorities. In general, he/she shall perform all the duties incident to the office of the Treasurer and such other duties as may from time to time be assigned him/her by the President or the Board of Directors.
- (d) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notice of meetings to those persons entitled to vote at such meetings; and maintain all corporate documents required by local, state and federal entities.

## **Article VII Committees**

### Section 1. Empowerment

The NNMQG's Board of Directors may designate and empower standing and/or ad hoc committees as deemed necessary for recommending policy, administering and staffing a function and/or performing other duties which may be necessary or desirable to conduct the affairs of the NNMQG. The President shall serve as an ex-officio member of all committees.

## Section 2. Standing Committees

Standing Committees of the Board of Directors shall be Executive and Nominating. Duties of these committees shall be:

- (a) Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary and up to two (2) additional directors elected by the Board of Directors. The Executive Committee shall develop recommendations for various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take necessary action, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors at its next regularly scheduled meeting.
- (b) Nominating Committee shall be appointed by the President and approved by the Board of Directors. The Nominating Committee shall consist of at least three (3) members of the Board of Directors and be responsible for nominating persons to serve as the elected officers of the Corporation, considering the qualifications required in these bylaws. The Nominating Committee shall also be responsible for orientation and education of board members. No person shall serve on the Nominating Committee for more than three (3) consecutive years.

## 3. Special Committees

The President or the Board of Directors may establish other special committees as they shall determine are necessary for the functioning of the NNMQG. Each committee shall be given a specific charge and term. No committee shall have a term extending beyond two (2) years, unless reappointed.

The President shall appoint persons to chair all committees. All appointments must be approved by the Executive Committee either prior to the appointment or be ratified at the next Executive Committee Meeting. Committee chairpersons shall serve as voting members of the Board of Directors and shall be responsible for engaging other members in good standing of the NNMQG to assist in fulfilling the charge of his/her committee.

## **Article VIII Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the NNMQG in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order or policies that the Board of Directors may adopt.

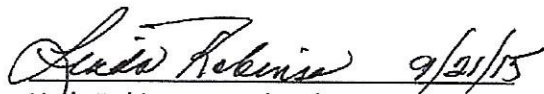
## **Article IX Amendments**


These bylaws may be amended at any meeting of the Board of Directors, provided that notice has been given at least one week prior to the meeting date. Amendment shall require a simple majority vote of the Board of Directors present and entitled to vote at a meeting at which a quorum is present. Changes to these Bylaws by the Board of Directors must be ratified by a vote of the members at the next regularly scheduled Membership Meeting, provided that notice has been given at least one week prior to the meeting date.

These bylaws shall not be amended in any manner inconsistent with provisions of New Mexico General Corporation Law or of the Internal Revenue Code, as amended, under which corporations organized and operated exclusively for certain education or other charitable purposes may be granted tax-exempt status.

### **Article X Dissolution**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or 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 the Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

  
Linda Robison, President/Date

  
Donna Ormerod, Secretary/Date