

**BYLAWS OF MINNESOTA QUILTERS, INC.
RESTATED OCTOBER 2010
RESTATED JUNE 2011
RESTATED OCTOBER 2012
RESTATED JUNE 2014
AMENDED MAY 2020**

**ARTICLE I
OFFICE**

The Secretary of the organization shall designate the registered office of the Minnesota Quilters, Inc. (“Corporation”). The Corporation may also have offices in such other places as the Board of Directors may from time to time designate.

**ARTICLE II
CORPORATE SEAL**

The Corporation shall have no corporate seal.

**ARTICLE III
CAPITAL STOCK**

The Corporation shall have no capital stock.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors (“Board”) shall manage the property, affairs, and business of the Corporation.

Section 2. Number and Titles. The Board may be a maximum of sixteen (16) consisting of the following Officers: President or Co-Presidents, Past-President or Past Co-Presidents, President-Elect or Co-Presidents Elect, Secretary, and Treasurer; and the following Directors: Education Director(s) two (2), Communications Director(s) two (2), Operations Director(s) two (2) and Membership Director(s) two (2).

Section 3. Terms of Office

Position	Term of Office
President (1) or Co-Presidents (2)	1 year
President Elect (1) or Co-Presidents Elect (2)	1 year prior to presidency
Past President (1) or Past Co-Presidents (2)	1 year after presidency

Secretary (1)	2 years (elected in odd numbered years)
Treasurer (1)	2 years (elected in even numbered years)
Communications Co-Directors (2)	2 years (staggered)
Education Co-Directors (2)	2 years (staggered)
Membership Co-Directors (2)	2 years (staggered)
Operations Co-Directors (2)	2 years (staggered)

- a) Each of the Co-Directors of the Corporation shall hold office from October 1 of the first calendar year of their term through September 30 of the second year of their term or until he/she shall resign or shall have been removed for just cause.
- b) Each director level position will be held in overlapping terms by two (2) individuals. For example, a Co-Director of Education will be elected for a 2 year term with a Co-Director elected the following year.
- c) The Past President, President, and President Elect positions may be shared by up to two (2) individuals elected by the membership. The term of office will be the same as that for a single individual in these positions.
- d) Any Officer or Director may be removed for just cause by the affirmative vote of a majority of the entire Board of Directors.

Section 4. Quorum for transaction of business. A majority of the Board then in office shall constitute a quorum for the transaction of business. A majority of this quorum may decide any question coming before the Board, except to approve an amendment of the Bylaws.

Section 5. Vote. Each board position has just one vote, even when said position is shared.

Board Position	Number of Votes
President or Co-Presidents	1 only to be used in the case of a tie.
President Elect or Co-Presidents Elect	1
Past President or Past Co-Presidents	1
Treasurer	1
Secretary	1
Communications Co-Directors	1

Education Co-Directors	1
Membership Co-Directors	1
Operations Co-Directors	1

- a) The Board may vote electronically outside of a regular meeting of the Board. The Secretary will monitor, tally, and report the electronic votes. The results of the voting will be recorded in the minutes of the previous month’s meeting of the Board after the vote has been taken.

Section 6. Regular Meeting. The regular meeting of the Board shall be held at such time and place as the Directors shall determine. Notice to the Directors and the general membership of the Corporation of such meeting shall be in the newsletter, and it shall be the responsibility of each Board Member to attend. All regular meetings shall be open to the general membership.

Section 7. Compensation. The Board shall receive no compensation for their services.

Section 8. Indemnification of the Board. Each Officer and Director, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with, or arising out of, any action or proceeding in which s/he may be involved by reason of his/her being or having been an Officer or Director of the Corporation, except in relation to matters in which such Officer or Director has been adjudged liable to the Corporation for negligence or misconduct in the performance of his/her duties.

Section 9. Vacancies. Any vacancy on the Board shall be filled by appointment by the President upon consultation with the Nominating Committee and with approval of the Board. Each person so appointed will serve the remainder of the vacant term. The appointee will be introduced at the next membership meeting.

Section 10. Order of Business. The Board meetings shall be conducted in accordance with the most current edition of Robert’s Rules of Order.

Section 11. Annual Show and Conference. Show Coordinators for upcoming quilt shows shall be appointed by the Board. At least one Show Coordinator each year shall have served on a Minnesota Quilters Quilt Show committee in a major position, including but not limited to Faculty, Vendors, Exhibits, or Registration. Other experience may be considered in lieu of serving on a Minnesota Quilter’s Quilt Show committee. The Show Coordinators in conjunction with the Show Director shall provide a monthly report to the Board. The Show Coordinators for any pending quilt show shall be subject to Section 8 (Indemnification) above.

Section 12. Standing Committees. At the discretion of the Board, standing committees may be established. All standing committees shall have a committee chair that shall be responsible for reporting committee activities to the Board. Other special committees may be established at the discretion of the board and report to a designated Officer or Director.

- a) Executive Committee shall consist of the positions of President(or Co-Presidents)

President(s)-Elect, Past President(s), Secretary, and Treasurer. The Executive Committee, chaired by the President, shall transact business in the interims between Board Meetings. Each position shall have one vote.

- b) Finance Committee shall consist of the positions of President(s), President(s) elect, Past President(s), Operations, and Treasurer, chaired by the Treasurer. The Financial Committee shall meet regularly to review the financial business of the organization and to recommend fiscal policies to the Board. Meetings are open to all members who may wish to attend.
- c) Nominating Committee: The Nominating Committee shall consist of five (5) to nine (9) members recruited from the general membership at the annual meeting and include the Past President and a former board member.
- d) The Minnesota Quilt Project (MQP): The governing members of the MQP committee are selected annually from MQP participants. The committee meets monthly. The mission of the Minnesota Quilt Project is to identify and document quilts, both privately and publicly held, that have a Minnesota connection.

Section 13. Positions on other committees. Members of the Board shall not serve on any other committee except as approved by the Board or stipulated by their job description.

ARTICLE V BOARD OF DIRECTORS POWERS AND DUTIES

Section 1. President/Co-Presidents. The President/Co-Presidents shall have general and acting management of the business of the Corporation.

Section 2. Past President/Past Co-Presidents. The Past President/Past Co-Presidents shall provide general advice to the Board as well as chair the Nominating Committee.

Section 3. President-Elect/Co-Presidents Elect. The President-Elect/Co-Presidents Elect shall be elected each year to serve a one-year term before moving on to the presidency. S/he shall assume the duties and responsibilities of the President in the temporary absence of the President. In the event the Presidency becomes vacant, the President-Elect/Co-Presidents Elect shall immediately assume the responsibilities of the President. Additional responsibilities of the President-Elect/Co-Presidents Elect are to oversee the donations/grants program, act as liaison between the Show Coordinators and the Board, long range planning for the Corporation, and such other activities and functions as the President may deem necessary.

Section 4. Secretary. The Secretary shall keep all records of the Corporation, take and prepare minutes covering such meetings, and prepare and keep such other records as may be necessary or determined by the Board. S/he is responsible for the complete records of past activities.

Section 5. Treasurer. The Treasurer shall have custody of all monies of the Corporation, including handling of all funds of the Corporation, with authority to deposit all funds and to draw checks upon the same as is proper in the course of the business of the Corporation, subject to control by the Board. The Treasurer or such other person as may be designated by the Board shall sign all checks, notes, drafts, or other obligations of the Corporation or persons as may thereunto be authorized by the Board. The President or President-Elect and one other Officer or Director or such other person as may be designated

by the Board shall authorize all expenditures in excess of \$500. All monies of the Corporation shall be receipted and deposited in such accounts as shall be selected by the Board. In addition, s/he shall perform all duties usually pertaining to the office of Treasurer, such as financial planning, budgeting for future expenses, monthly financial reports to the Board, and participation in the annual audit or review.

Section 6. Education Director(s). The Education Director(s) shall be responsible for all educational programs, lectures and special educational events of the Corporation as well as other duties as specified in the organization chart and/or job description.

Section 7. Communications Director(s). The Communications Director(s) shall be responsible for all outreach and general communication activities as well as other duties as specified in the organization chart and/or job description.

Section 8. Operations Director(s). The Operations Director(s) shall be responsible for the operations of the Corporation, including building, equipment, office, and insurance as well as other duties as specified in the organization chart and/or job description.

Section 9. Membership Director(s). The Membership Director(s) shall be responsible for membership recruitment as well as other duties as specified in the organization chart and/or job description.

ARTICLE VI NOMINATING COMMITTEE AND ELECTION PROCESS

Section 1. Nominating Committee. The Nominating Committee shall consist of five (5) to nine (9) members recruited from the general membership at the annual meeting and include the Past President and a former board member.

If minimum committee seats are not filled by October 1st the incoming board shall appoint balance of committee by January 1st.

- a) The Nominating Committee shall serve one year starting October 1st through September 30th.
- b) The Nominating Committee shall identify and select candidates for board vacancies and determine the number of candidates for each office.
- c) The slate of proposed candidates shall be presented to membership no less than fifteen (15) days before the election of the Board.
- d) The Nominating Committee shall be responsible for the introduction of candidates to the membership, anonymity of the ballot process, the counting of the ballots, the security of the ballots, and other duties to ensure a fair voting process.
- e) The slate of proposed candidates shall be presented to membership no less than fifteen (15) days before the election of the Board.
- f) The Nominating Committee shall be responsible for the introduction of candidates to the membership, anonymity of the ballot process, the counting of the ballots, the security of the ballots, and other duties to ensure a fair voting process.

Section 2. Election Process. The Board shall be elected by any or all of the following:

- Paper ballot at the Annual Meeting of the Members of the Corporation.
 - Electronic survey of members.
 - Ballot issued to member upon request at the Board table during the Annual Show and Conference.
 - Absentee ballot mailed to member who request one from the Minnesota Quilters office no less than fifteen (15) days before the election.
- a) Each Member of the Corporation must provide their membership card or be listed in the Membership Directory to receive an official ballot for the Board election.
 - b) The slate shall be presented to the membership no less than fifteen (15) days before the election. Mailed and electronic nominations will be accepted prior to the election date, or if held at the Annual meeting nominations will be accepted from the floor.
 - c) Electronic ballots must be received by midnight on the day before the election.
 - d) Ballots requested at the Board Table at the Annual Show must be turned in no less than 1 hour before the annual meeting.
 - e) Absentee ballots must be received at the Minnesota Quilters office no less than seven (7) days before the Annual Meeting.
 - f) Ballots shall be counted within a week after the election and results of the elections shall be announced at the next membership meeting(s), communicated electronically to the general membership, and published in the next newsletter.

ARTICLE VII MEMBERSHIP

Section 1. Membership. Membership in the Corporation shall be open to anyone (“Member”).

Section 2. Annual Meeting. In the event that the Annual Meeting cannot be held by the end of June, the Board of Directors may reschedule the Annual Meeting to take place within 60 days and may be conducted either in person or by use of electronic means. Notice of such meeting shall be made no less than seven (7) days in advance of the scheduled meeting.

Section 3. Regular Meetings. Regular meetings of the Membership shall be held each month. However, the date may be changed or cancelled by decision of the Board with reasonable notice to the membership.

Section 4. Special Meetings. The President or the Board may call special meetings of the Members with no less than seven (7) days’ notice to the Members in written or electronic form.

Section 5. Quorum. At all regular and special meetings of the membership, the members in attendance or responding electronically shall constitute a quorum. A majority of a quorum may decide any question coming before the Corporation.

Section 6. Dues. Membership is annual and renewable on an annual basis. The Board shall determine the annual dues. Members shall be notified at least one (1) month in advance of approaching expiration and will be dropped from membership and mailing lists upon expiration of membership.

Section 7. Removal. Membership may be denied or withdrawn upon majority vote of the Board of Directors for proven cause such as, but not limited to, causing malicious damage to property or causing undue agitation and unrest among the membership of the corporation.

ARTICLE VIII FINANCIAL AND PROPERTY MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October of each year and end on the thirtieth day of September.

Section 2. Audit of Books and Accounts. The books and accounts of the Corporation shall be audited at such time as may be required by law or ordered by the Board.

ARTICLE IX REVISIONS AND AMENDMENTS

Section 1. Revisions. Revisions are those changes needed to clarify the existing Bylaws. A two-thirds (2/3) majority of the Board positions must approve a revision of the Bylaws. The membership shall be notified within 30 days of such a vote of the revisions of the Bylaws.

Section 2. Amendments. Amendments are significant additions or changes to the Bylaws.

- a) These Bylaws may be amended by two-thirds (2/3) vote of the members present and voting at the Annual Meeting or at a Special Membership Meeting called for that purpose.
- b) Amendments may be proposed by a two-thirds (2/3) majority of the Board positions or by written petition to the board signed by no fewer than 25 members.
 - a. If petition is received the board has 45 days to discuss and notify the petitioners of any board action.
- c) Written or electronic notice of the proposed amendments, stating their purpose and their wording shall be sent to the membership at least 30 days in advance of any such vote.
- d) Ballots shall be counted within one week of the vote. The results shall be announced at the next membership meeting, communicated electronically to the general membership, and published in the next newsletter.
- e) Amendments shall become effective within 30 days of their approval by the membership unless otherwise specified.
- f) Voting by absentee ballot shall follow the same procedures as specified in Article VI Section 2.