

# **IQI BY-LAWS**

## ARTICLE I Purposes

1.1. Purpose. The purpose of the Organization is to: promote fellowship among persons interested in all aspects of quilt making; preserve our quilting heritage and traditions; promote an appreciation of the fine design and workmanship in quilts; encourage quilt making and collecting; contribute to the knowledge of quilting techniques, textiles, patterns and quilt makers through education and exhibitions; contribute to and participate in quilt-related projects that are of service to the community.

1.2. Powers of Organization. The Organization shall have and exercise all rights and powers conferred on Corporations under the Illinois General Not-for-Profit Corporation Law provided, however, that this Organization is not empowered to engage in any activity which, in itself, is not in furtherance of its purposes as set forth in Section 1.1 above.

1.3. Prohibition Against Private Benefit. No part of the net earnings, properties or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this Organization, except that the Organization is authorized and empowered to pay reasonable compensation for services rendered.

## ARTICLE II Miscellaneous

2.1. Name. The name of the Organization is Illinois Quilters, Incorporated. (“the Organization”).

2.2. Offices. The registered office of the Organization shall be in the State of Illinois.

2.3. Fiscal Year. The Fiscal Year of the Organization shall begin on July 1 of each year and end on June 30 of each year. The Board of Directors may designate any other period as the fiscal year of the Organization.

2.4. Books and Records. The Organization shall keep correct, accurate and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having the authority for the Board of Directors and shall keep at the registered agent or principal office a record giving the names and addresses of members entitled to vote, if any. All books and records shall be available for inspection

by any director or member or his agent or attorney for any proper purpose at any reasonable time.

2.5. Severability. If any portion or provision of these By-Laws shall be found to be invalid or unenforceable, the remaining provision or portions thereof shall remain in full force and effect.

### ARTICLE III Members

3.1. Eligibility. Membership is open to anyone who has an interest in quilts.

3.2. Classes of members. There is one class of membership: Full Members.

3.3. Dues. The Board of Directors shall from time to time determine the dues for Full Membership.

3.4. Benefits. Full members are eligible for the benefits of membership, as determined by the Board of Directors from time to time. Such benefits may include, but are not limited to, reduced fees for classes, Quilt-In, and other events, free attendance at meetings, and entry of work to the Fiber Show.

3.5. Voting. Only paid-in-full members are eligible to vote on matters set before the membership.

3.6 Meetings. The annual membership meeting shall be held at the June meeting each year for members to vote on matters set before it by the Board of Directors. Special meetings of the members may be called by the Board of Directors by majority vote at a regular meeting of the Board. A majority of the membership present at a meeting is required to pass any motion set before it by the Board.

3.7. Service. Each member is encouraged to provide a minimum of four (4) hours of service to the Organization's activities. Service may include, but is not limited to: serving on the Board or any committee of the Board; assisting any of the officers with the performance of his/her duties; working at the annual Fiber Show; making quilts for charitable service activity; or any other activity that facilitates the functioning of the Organization. The Membership Chair shall ask each member on an annual basis to indicate his/her preferences for service work.

### ARTICLE IV Directors

4.1. General Powers. The business of the Organization shall be managed by its Board of Directors. It shall retain legal counsel and other professional assistance as it requires from time to time, it shall approve the budget for the Organization and monitor the income and expense of the Organization. The Board of Directors may delegate authority to conduct business of the Organization to such committees as it selects.

4.2. Number of Directors.

(a) The Board of Directors shall consist of the following officers of the Organization: President, VP Programs, VP Contracts, Treasurer, Secretary, Membership Chair and Member-at-Large.

(b) If the Board of Directors so determines, a board position may be shared by two persons, either of whom may represent the position and vote on matters before the Board.

4.3. Tenure of Directors. A director shall hold office until the annual meeting selecting his/her successor, or until his/her earlier resignation, removal or death. A director may serve a maximum of two consecutive one-year terms in one office, with a total of four successive one-year terms on the Board. Directors who have had a hiatus from board membership for at least one year may become eligible again for a position.

4.4. Qualifications. Directors shall be members of the Organization. Any candidate for President must have a minimum of one year prior tenure on the Board.

4.5. Selection of Directors.

(a) The Board of Directors shall appoint a Nominating Committee in January of each fiscal year. The Nominating Committee shall consist of the Member-at-Large, two other directors, and two non-director members. The Nominating Committee shall prepare a slate of officer/directors and committee chairs to be presented to the Membership. The slate shall be announced at the May meeting and shall appear in the June newsletter for voting at the June meeting.

(b) At the June meeting, any additional candidate may be proposed for any officer/director or committee chair position. Written ballots may be requested for contested positions.

4.6. Regular and Special Meetings. At least eight (8) regular meetings of the Board of Directors shall be held without other notice than this by-law during each fiscal year in such place and as such time as the board may determine. Special meetings may be held at such times and places as the Board of Directors may by resolution determine.

Special meetings may be called by the President of the Organization, pursuant to notice given to all directors by the Secretary.

4.7. Quorum. A quorum shall consist of fifty-one percent (51%) of the currently serving directors.

4.8. Voting and Manner of Acting. The act of a majority of directors at a meeting at which a quorum is present shall constitute the act of the Board of Directors, unless the act of a greater number is required under the By-Laws or Articles of Incorporation. Each director present shall cast one vote on all questions coming before the meeting.

4.9. Removal and Vacancies. A director who fails to attend more than three of the regularly scheduled meetings of the Board of Directors in the course of one year, or any other director, may be removed and replaced by a vote of two-thirds of the directors present and voting at a meeting at which a quorum is present. The new director shall serve until the next annual meeting.

4.10. Compensation of Directors. Directors shall receive no compensation for their services. By general resolution of the Board of Directors, a director may be reimbursed for reasonable expenses incurred in connection with his/her duties.

4.11. Committees. The Board of Directors shall have the power to create committees as it shall deem necessary from time to time. These committees shall have the powers delegated to them by the Board of Directors or these By-Laws. Each director who chairs a project or activity of the Organization may create a committee to assist him/her in the performance of his/her duties.

4.12. Informal Action of Directors. Any action which may properly be taken by the Board of Directors at a meeting or any committee thereof may be taken without a meeting if all of the directors of the Board or committee consent thereto in writing and the consents are placed in the minutes of the Organization. Any such consent shall have the same effect as a unanimous vote of the board or committee.

## ARTICLE V Officers

5.1. General Provision. Board of Director positions are also officer positions. The Board may create such additional offices from time to time as it deems necessary.

5.2. President. The President shall be the principal officer of the Organization and shall supervise and control all of its affairs. The President shall chair all meetings of the

membership and the board of directors; represent the Organization in activities that promote the purposes of the Organization; assist the Treasurer in drafting the annual budget; secure facilities for member meetings and board meetings; and implement decisions of the membership or the board.

5.3. VP Programs. VP Programs shall perform the duties of the President in the event of his/her absence or inability or refusal to act. VP Programs has the primary responsibility for monthly program meetings; coordinates workshops and scheduling workshop hostesses (with Workshop Chair); facilitates lodging, meals and transportation for invited speakers; and writes monthly newsletter article about upcoming programs.

5.4. VP Contracts. VP Contracts is responsible for hiring speakers for the following year and coordinates facilities for workshops with the President. VP Contracts shall serve as VP Programs in the following term.

5.5. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Organization, He/She shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for moneys due and payable, deposit such funds received in the name of the Organization in such banks or other depositories as shall be selected by the Board of Directors; keep adequate business records of transactions of the Organization, including its assets and liabilities, gains and losses, receipts and disbursements; and in general perform all duties incident to the office of Treasurer.

5.6. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; have custody of all corporate records and the By-Laws; execute all instruments requiring his/her signature and in general perform all duties incident to the office of corporate secretary.

5.7. Membership Chair. Membership Chair keeps a record of members; collects dues for delivery to Treasurer; distributes membership cards; coordinates the printing and distribution of the Membership Directory; signs up guests and new members; tallies service activity forms and distributes results to directors.

5.8. Member-at-Large. Member-at-Large acts as advisor to the Board; chairs the Nominating Committee; coordinates the work and reporting of committees; and organizes the December Holiday Party and the June Membership meeting. Member-at-Large must have a minimum of one year prior Board service.

5.9. Compensation. Officers shall receive no compensation for their services. By general or special resolution of the Board of Directors, an officer may be reimbursed for reasonable expenses incurred in connection with his/her duties.

5.10. Duties of Officers May be Delegated. In the absence of any officer of the Organization or for any other reason, the Board of Directors may delegate certain powers or duties to other officers or agents for a specified act or period of time.

5.11. Year-End Report. Each officer shall prepare a year-end report detailing the activities of his/her office for the June meeting.

## ARTICLE VI Committees

6.1. General Provision. Each officer may create a committee to assist him/her in the performance of his/her duties, except President, Secretary and Treasurer.

6.2. Additional Committee. In addition to those committees formed by officers, certain regular committees are created to assist the Organization in its activities, as itemized in this Section.

6.3. Service Committee. The Service Committee selects the service activity; provides materials as available and coordinates publicity with the Communications committee.

6.4. Friendship Committee. The Friendship Committee plans special events for the Organization to encourage member interaction.

6.5. Communications Committee. The Communications Committee disseminates publicity about the Organization to membership and the media and promotes the activities of the Organization to the media. This committee will oversee activities of the newsletter editor, website coordinator, social media and publicity persons.

6.6. Library Committee. The Library Committee selects, purchases and processes material for the Organization's library and makes such material available to members at monthly meetings; and collects fines for overdue materials for delivery to Treasurer.

6.7. Quilt-In Committee. The Quilt-In Committee organizes and administers the annual retreat before and during the event; secures the location; collects fees for delivery to Treasurer; arranges for speakers and workshops; and coordinates lodging and food for attendees.

6.8. Audio Visual Committee. The Audio Visual Committee keeps the presentation equipment, lighting, etc in working order and assists the VP Programs or speakers at monthly meetings; and sets up quilt frames or other equipment as needed at monthly meetings.

6.9. Budget Committee. The Budget Committee shall prepare the preliminary budget to present to the Board. Members of the Budget Committee shall include the President, Treasurer and VP Programs.

6.10. FAOF Committee. The FAOF (Fine Art of Fiber) Chair organizes and administers the annual show in such fashion as the Board of Directors determines each year. The FAOF committee assists the FAOF Chair with the annual show. Positions on the FAOF Committee shall include but are not limited to: public relations; quilt raffle sales coordinator; show treasurer; boutique sales; quilt sales; silent auction; volunteer coordinator; set up and take down; and preview party planner.

6.11. Historian. The Historian collects and preserves accounts of the Organization's activities; and keeps a scrapbook of photos, memorabilia, newsletters, patterns and media coverage.

6.12. Nominating Committee. The Nominating Committee prepares the slate of officers and committee chairs as described in Sec. 4.5 above.

6.13. Raffle Quilt Committee. The Raffle Quilt Committee creates the raffle quilt for the annual FAOF Show as a fundraising event for the Organization. Duties include proposing a design for the quilt for Board approval; coordinating the design, construction and quilting of the quilt; design and printing of raffle tickets; and display of raffle quilt at Organization events and other quilt group events in the Chicago area.

6.14. Challenge Committee. The Challenge Committee creates a challenge project to be offered to the membership; collects material fees (if any) for delivery to the Treasurer; and organizes awards.

6.15. Workshop Committee. The Workshop Chair works with VP Programs in coordinating workshops and scheduling workshop hostesses; registers enrollees for classes; collects workshop fees for delivery to Treasurer; provides supply lists to workshop enrollees; and creates a year-end report of workshop attendance and workshop income and expense for the Board.

## ARTICLE VII Indemnification.

7.1. Indemnification of Directors and Officers. The Organization may purchase and maintain insurance on behalf of any person who is or was a member, director, or officer of the Organization against expenses and liabilities incurred by such person in connection with any action, suit or proceeding, civil or criminal, arising out of such person's status as such, to the extent permitted by law.

## ARTICLE VIII Contracts, Loans, Checks, Deposits and Grants

8.1. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract and deliver any instrument in the name of and on behalf of the Organization.

8.2. Loans. No loans shall be contracted on behalf of the Organization unless authorized by resolution by the Board of Directors. Such authority may be general or confined to specific instances.

8.3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money or other evidence of indebtedness shall be signed by such officers or agents of the Organization and in such manner as the Board of Directors designates by resolution.

8.4. Deposits. All funds of the Organization not otherwise employed shall be deposited to the credit of the Organization in such financial institutions as the Board of Directors may select.

8.5. Grants and Gifts. The Board of Directors may accept on behalf of the Organization any gift or grant for general purposes or special purposes of the Organization. The Board of Directors may by resolution establish various programs for making corporate grants, loans or gifts to individuals or other not-for-profit organizations for purposes that promote the activities of the Organization.

## ARTICLE IX Distributions.

9.1. Distributions Prior to Dissolution. The Board of Directors may authorize and the Organization may make distribution of its assets prior to dissolution provided that such distribution will not render the Organization insolvent, cause the Organization's assets to be less than zero or render the Organization unable to carry on its corporate purpose.



9.2. Distribution Upon Final Dissolution. The assets of the Organization in the process of dissolution shall be distributed in accordance with the provision of Article I of these By-Laws and the purpose statement of the Articles of Incorporation.

#### ARTICLE X Non-Discrimination

10.1. Non-Discrimination. The Organization shall not discriminate in the awarding of contracts, grants, or the approval or disapproval of projects for eligibility under the Organization's programs on the basis of sex, race, age, national origin, marital status, sexual orientation or any other basis prohibited by federal or state law.

#### ARTICLE XI Amendments

11.1. Amendment of the By-Laws and Articles of Incorporation. These By-Laws and the Articles of Incorporation of the Organization shall be subject to amendment, alteration, repeal or the adopting of new By-Laws or Articles of Incorporation by the affirmative vote of the majority of the Board of Directors of the Organization.

*By-Laws Revised May 2004*

*By-Laws Revised March 2016*