

Desert Quilters of Nevada Bylaws
As Amended January 26, 2022

Article I. Name

The name of the Corporation shall be: Desert Quilters of Nevada, herein also referred to as "DQN".

Article II. Objective/Mission

Section 2.01 To promote and preserve the art of quilting, patchwork, applique, and related fiber arts.

Section 2.02 To sponsor workshops, displays, projects, and opportunities for individuals to meet for an exchange of ideas concerning quilting and fiber arts.

Article III. Membership

Section 3.01 DQN shall function on a membership basis solely for the purpose and objectives stated in Article II.

Section 3.02 Dues as determined by the Board the Directors are due annually January 1.

Section 3.03 Membership is open to all interested parties regardless of race, religion, sexual orientation, or national origin. All members have the same benefits, regardless of membership type or fee paid. Membership types include, but are not limited to: Member, Past-President, Over 90, Youth, Student, and Vendor. All members are to be treated with respect, dignity, and courtesy at all times.

Section 3.04 DQN's structure may include one or more Circles. Circles are geographic or specialty-based with members interested in an aspect or specialty related to DQN's objective as described in Article II, Section 1. Circles may meet separately and are responsible for their activities and operations.

- (a) Circles must follow the Bylaws of DQN.
- (b) At least 50% of the Circle must be DQN members.
- (c) Upon dissolution of any Circle, any revenue generated by the Circle shall be dispersed to an organization that has a purpose similar to that of the Circle and has 501(c)(3) status. The Circle shall designate which organization(s) will be receiving these funds and file such designation with the Board of Directors prior to dissolution. If such designation is not filed prior to dissolution, the funds shall revert to DQN.
- (d) If a Circle becomes a separate Guild, the Circle will no longer exist.

Article IV. Meetings

Section 4.01 The Annual Meeting of DQN shall be held at the First Quarterly Meeting of each year. Reports of the Board of Directors, the audited financial statements and reports of committees shall be available at this meeting.

Section 4.02 Elections of Executive Board will take place at the Fourth Quarterly Meeting. For an election to be valid, at least 25% of the general membership must be in attendance to vote.

Section 4.03 Special general meetings may be called by the President or the Board of Directors when requested in writing by ten (10) or more members, specifying the purpose of the meeting. The purpose of the special meeting shall be stated in the call.

Section 4.04 At least two (2) additional meetings shall be held during the year for the benefit of the general membership.

Article V. Board of Directors

Section 5.01 The business of DQN shall be the responsibility of the Board of Directors.

Section 5.02 The Board of Directors includes the Executive Officers as defined in Article VI and the non-elected members defined in Article V, Section 5.04.

Section 5.03 Vacancies on the Board shall be filled by appointment by the Executive Board. The appointee shall serve until the next election.

Section 5.04 The non-elected members of the Board of Directors shall be appointed by the Executive Board and shall include, but not be limited to, the communications chair, one representative of each Circle, the quilt show chair, the retreat chair, membership chair, program chair, logistics chair, SCCQG Representative, and the sales chair.

Section 5.05 One half of the membership of the Board of Directors shall constitute a quorum. Officers or members who also represent more than one interest group are entitled to only one vote. Non-board members of the Desert Quilters are welcome at Board meetings, but do not have a vote.

Section 5.06 The Board of Directors shall meet at least six (6) times per year.

Section 5.07 Each member of the elected and non-elected members of the Board of Directors, as defined, shall have only one vote.

Section 5.08 The Executive Board may appoint a Parliamentarian who shall serve as a non-voting member of the Board of Directors.

Article VI. Executive Board

Section 6.01 The Executive Board shall consist of the current elected officers and the immediate Past President and shall meet on a regular basis.

Section 6.02 The Executive Board is authorized to manage the business of DQN between regular meetings.

Section 6.03 Two members of the Executive Board must approve all expenditures.

Section 6.04 The Executive Board shall appoint and supervise standing committees and special project committees.

Article VII. Officers

Section 7.01 The elected officers of the Board of Directors shall be President, one or more Vice Presidents, Treasurer, and one or more Secretaries. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by DQN.

Section 7.02 Beginning with the election of officers for 2024, the officers shall be elected by the general membership to serve two years at the Fourth Quarterly Meeting. The term of office shall begin on January 1 after the meeting at which they were elected.

Section 7.03 Any DQN member may serve as officer of this Guild.

Section 7.04 Duties of the President

The President shall preside over all Guild Meetings, chair the Executive Board, and Board of Directors, has the power to call special meetings, appoint members of committees as necessary, with the approval of the Executive Board, and perform other duties the office requires.

Section 7.05 Duties of Vice President

In the absence of the President, or in the event of his or her inability to carry out the duties of the office, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If two or more Vice Presidents are elected, in the event the President resigns, is removed, or is unable to complete his/her term of office for any reason, the 1st Vice President shall assume the position of President, the 2nd Vice President (if the position is occupied) shall assume the position of 1st Vice President. Any remaining open positions shall be filled in accordance with Article V, Section 5.03. The Vice President shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 7.06 Duties of Secretary

The Secretary shall:

- (a) Keep the original, or a copy, of the Articles of Incorporation
- (b) Keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (c) Record therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (d) Ensure that the minutes of meetings of DQN, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Guild. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Guild by the later of (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
- (e) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7.07 Duties of Treasurer

The Treasurer shall:

- (a) Keep and maintain adequate and accurate accounts of DQN's properties, business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses.
- (b) Keep original copy of financial records, as required by law.

- (c) Prepare and file financial reports and prepare the proposed budget, for the Board's approval and subsequent presentation to the membership.
- (d) Have charge and custody of, and be responsible for, all funds and securities of DQN, and deposit all such funds in the name of DQN in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (e) Receive, and give receipt for, monies due and payable to DQN from any source whatsoever.
- (f) Disburse, or cause to be disbursed, the funds of DQN as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (g) Exhibit at all reasonable times the books of account and financial records to any director of DQN, or to his or her agent or attorney, on request therefor. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) Arrange for an annual audit and have the findings published to the Board of Directors and members of DQN within 2 months of the fiscal year end.
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of DQN, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Article VIII. Committee Managers

Section 8.01 Committee Managers shall be appointed by the Executive Board and shall include, but not be limited to, the following Committees: Challenge, Sunshine, 12-4-12, Volunteer, Website, Youth, and Grants Manager.

Section 8.02 Committee Managers shall attend the Board of Director meetings or provide a written report, as needed.

Section 8.03 Committee Managers are not voting members of the Board of Directors.

Section 8.04 Special Projects Committee Managers shall be appointed by the Executive Board in accordance with Article VI, Section 6.04.

Article IX. Nonprofit Status

Section 9.01 Desert Quilters of Nevada shall not engage in any business normally pursued for profit, nor shall it be used as a buyer service for its members.

Section 9.02 Desert Quilters of Nevada will not attempt to influence legislation or support any candidates for public office.

Section 9.03 The Board of Directors may sponsor members of Desert Quilters in various courses or seminars for the benefit of Desert Quilters of Nevada.

Section 9.04 Upon dissolution of Desert Quilters of Nevada, any surplus of property or assets that remain after payment of just debts and obligations shall be dispersed to a non-profit organization whose purpose is similar to that of Desert Quilters of Nevada and which holds a 501(c)(3) exemption from the Internal Revenue Service.

Article X. Parliamentary Authority

Robert's Rules of Order, newly revised, shall govern DQN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that DQN may adopt.

Article XI. Amendments to the Bylaws

The Bylaws may be amended at any general meeting of DQN by a two-thirds vote of those members present, provided that the amendment has been submitted in writing at the previous general meeting or to each member via the mail or electronically. No amendment shall be made which will alter or negate the eligibility of DQN for IRS 501(c)(3) status.