

BYLAWS OF MISSISSIPPI QUILT ASSOCIATION

ARTICLE I. – NAME AND PURPOSE

The name of the organization shall be MISSISSIPPI QUILT ASSOCIATION, hereinafter called MQA. The purpose of the corporation shall be to provide a network and forum through which individuals can grow and develop artistically, technically, and historically within the realm of quilting. Membership is open to all who have a love of quilts and quilting and who are interested in preserving and promoting quilting. The corporation shall be a non-profit organization under Section 501 (c) 3 of the Internal Revenue Service Code.

ARTICLE II. – MEMBERSHIP

Section 1. Membership is open as stated in Article I above. Individuals shall be considered members in good standing upon timely payment of dues and shall be allowed to vote on any MQA business.

Section 2. The membership year shall run from April 1 through March 31. Annual dues are payable by March 31 for the upcoming membership year.

Section 3. Board of Directors shall set the amount of annual membership dues. Dues shall be paid to the Membership Director, who shall maintain the membership roster with current names, addresses, and phone numbers. The Membership Director will forward the membership dues to the Treasurer who will deposit the funds into the bank account designated by the Board of Directors.

ARTICLE III. – OFFICERS AND BOARD OF DIRECTORS

Section 1. The elected officers of the Mississippi Quilt Association shall be the President, President-Elect, Secretary, and Treasurer.

Section 2. The President, in consultation with elected officers shall appoint an Educational Director, a Membership Director, a Newsletter Editor, a Publicity Director, a Parliamentarian, a Historian and a minimum of eight Regional Representatives.

Section 3. The Board of Directors shall be composed of the President, President-Elect, Secretary, Treasurer, Educational Director, Membership Director, Newsletter Editor, Publicity Director, Parliamentarian, Historian and Immediate Past-President. Directors shall receive no compensation for their services.

Section 4. The business shall be conducted through its Board of Directors. However, such matters as election of officers and amendments to Bylaws must be decided by vote of the membership. Business may be conducted by the general membership at any regional or state meeting or by absentee ballot if business needs to be conducted by mail. A quorum of at least 10% of the general membership is required for the conduct of any business, either at a meeting or by mail. A quorum of at least 50% of the Board of Directors is required for the conduct of any business by the Board of Directors. A simple majority is necessary for the passage of any vote except as otherwise stated herein.

ARTICLE IV. – DUTIES OF THE OFFICERS

Section 1. The elected position of President shall preside at all meetings of the Board of Directors and the general membership; in consultation with elected officers, shall appoint all committee chairpersons; prepare and communicate goal(s). President shall set schedule for Gatherings and any other events; appoint Nominating Committee; and shall perform all other duties incidental to the office.

Section 2. The elected position of President-Elect shall use term of office to prepare for leadership role by learning as much as possible about organization's operating systems and processes. PE shall assist the President as needed; serve in President's absence; work with Publicity and Membership Directors to promote membership development.

Section 3. The elected position of Secretary shall keep minutes and records of all Directors and general membership meetings in permanent minutes book; shall notify Directors of such meetings; shall handle all necessary correspondence; and shall perform all other duties incidental to the office.

Section 4. The elected position of Treasurer shall keep organization's finances in safe and orderly manner. The Treasurer shall deposit funds of the MQA in the bank account designated by the Board of Directors; shall disburse funds as necessary upon documentation of the amount spent and approval by the appropriate committee chairperson and president (any expenditure in excess of \$50 requiring approval before expenditure); shall keep careful records of receipts and expenditures, with records open at all times to inspection by the Board of Directors; shall make reports of the transactions and financial condition to the President and Board of Directors. The Treasurer shall make the books and records available for annual review at the end of fiscal year by two non-members of the Board of Directors; shall

serve as Finance Committee Chair and shall perform all other duties incidental to the office.

Section 5. The appointed position of Educational Director shall plan and direct educational events for the membership to encourage growth and development of quilting skills and appreciation through programs, workshops, seminars and public events. The Director shall be available as a resource person to assist in attaining its goals set forth in Article I hereof.

Section 6. The appointed position of Membership Director shall maintain accurate membership records and track membership dues. The Director shall receive dues then forward the monies to the Treasurer to deposit in MQA's bank account. The MD shall maintain the membership roster of names, addresses, and telephone numbers of members in good standing; shall provide an updated list when requested, to be furnished to the general membership at least once each year; and shall perform all other duties incidental to the office.

Section 7. The appointed position of Newsletter Editor shall publish the newsletter and shall be responsible for receiving information from the membership and keeping the membership informed of items of interest which can lead to their growth and development, and shall perform all other duties incidental to the office.

Section 8. The appointed position of Publicity Director shall provide awareness and promote a positive image of quilters and the organization using all media methods. The Director shall chair the Publicity Committee.

Section 9. The appointed position of Parliamentarian shall assist the officers in the orderly conduct of business; shall be familiar with Bylaws and current Handbook of Operating Procedures. Robert's Rules of Order (Newly Revised) shall be the authority for parliamentary procedure for all business conducted except when in conflict with these Bylaws.

Section 10. The appointed position of Historian shall collect then properly store archives for future reference and records.

Section 11. The appointed position of Regional Representatives shall serve as liaisons between members of the region and the Board of Directors and shall represent those members objectively and in an unbiased manner; shall work with Board, Membership Director and Publicity Director to contact quiltmakers throughout the state; shall keep the Newsletter Editor informed of activities in the Representative's region of the state; and shall perform all other duties incidental to the office. The RRs are invited to attend Board of Directors meetings as requested to advise but are not considered voting members.

Section 12. The Immediate Past-President shall provide advice and consultation at Board and general membership meetings; chair the Education Sub-committee to plan the Annual Education Seminar.

ARTICLE V. – MEETINGS

Section 1. The purpose of the Board of Directors' meetings is to conduct MQA business matters. The majority of business decisions are made by the Board and then executed by the appropriate officers or committees.

Section 2. The Annual Business Meeting of the MQA shall be held during February at the meeting place designated by the President. Written notice of the Annual Business Meeting shall be given to each member at least ten days prior to said meeting. Notice shall be deemed given three days after the postmark of the written notice. Such notice may be contained in the newsletter or by separate mailing. Business may be conducted at any regional or statewide Gathering of the association.

Section 3. The purpose of business meetings at other Gatherings is to briefly inform the membership of necessary business concerns before the program elements. The focus is on quality educational program elements and fellowship.

Section 4. Special meetings of the MQA may be called at any time by the President or by three out of the four elected officers, or by signed petition of ten percent of the general membership presented to the President. Written notice of any special meeting shall be given to each member at least ten days prior to said meeting. Notice shall be deemed given three days after the postmark of the written notice. The location and time of any special meeting shall be as designated by the President.

ARTICLE VI. – NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section 1. The President shall appoint a nominating committee composed of five members in good standing by June 1. Committee Chair submits slate to President before December 15. NCC submits a proposed slate of officers to the general membership during January. Additional nominations from the general membership will be accepted by the Secretary and placed on the ballot, provided the nomination is in writing and accompanied by a signed statement of willingness to be placed in nomination by the candidate and received by January 15. The secretary will mail a ballot containing the nominating

committee's proposed slate and any other nominations from the general membership before the end of January (either in the newsletter or by separate mailing).

Section 2. Voting shall take place at the Annual Business Meeting in February or by absentee ballot. A simple majority is required for election.

Section 3. The length of office terms shall be: One year for the President, who shall remain on the Board of Directors as a voting member the following year as Immediate Past-President; one year for the President-Elect, who shall assume the office of President the following year; two years for the Secretary, elected on even-numbered years; two years for the Treasurer, elected on odd-numbered years. All officers may assume their duties as soon as elected at the February business meeting.

Section 4. The terms of the Educational Director, Membership Director, Newsletter Editor, Publicity Director, Parliamentarian, Historian and Regional Representatives shall be for one year, to be extended by a majority vote of the President, President-Elect, Secretary, Treasurer, and Immediate Past-President for successive terms as the individuals are willing to serve.

Section 5. Outgoing officers and committee chairpersons shall turn over all books, files, and records of the organization pertinent to the office to their successors.

Section 6. Vacancies in any office, with the exception of the President, shall be filled immediately by the Board of Directors for the unexpired term. The President-Elect shall fill vacancy in the office of President.

Section 7. Should an officer and/or committee chair fail to meet standards, expectations or not function, the President should add or replace committee members or work with the committee chair to get the committee back on track.

Section 8. An officer, elected or appointed, may be removed from office for just cause by a vote of three-fourths of the Directors present at a meeting for such purpose, provided that notice in writing has been given of such meeting and the intended purpose of the meeting to the officer and the general membership at least 10 days before such meeting. The officer and any interested parties shall be heard before such a vote is taken.

Section 9. Each Officer and Director, whether or not then in office, shall be indemnified by MQA against all costs and expenses reasonably incurred by or imposed upon such person in connection with any action or proceeding in which such person may be involved by reason of being or having been an Officer or Director of MQA, except in relation to matters in which such person has been adjudged liable to the organization for negligence or misconduct in the performance of duties.

ARTICLE VII. – COMMITTEES

Standing committees shall be as follows: Education, Finance and Publicity. Committee chairs and members shall be appointed by the President, in consultation with the elected officers for one year terms, to be extended by a majority vote of the President, President-Elect, Secretary, Treasurer, and Immediate Past-President for successive terms as the individuals are willing to serve. Special committees shall be created and appointed by the President with the approval of the Board as the need arises. Committee chairpersons are invited to attend Board of Directors meetings as requested to advise but are not considered voting members of the Board of Directors. The President shall be considered an ex-officio member of all committees.

Section 1. The purpose of Education Committee is to plan and organize educational events for skill development and/or appreciation of quiltmaking.

Section 2. The purpose of the Finance Committee is to create and manage operating budget.

Section 3. Purpose of the Publicity Committee is to develop and generate positive publicity and make MQA known throughout the state.

ARTICLE VIII. – AMENDMENTS TO BYLAWS

Proposed amendments to the Bylaws must be presented to the Secretary in writing to be considered by the Board of Directors. If the Board of Directors chooses to offer an amendment to the membership, the membership must be notified by mail, either through the newsletter or by separate mailing. The membership will be allowed to vote by absentee ballot.

ARTICLE IX. – DISSOLUTION

In the event of dissolution, any and all funds and other property then owned by it will be distributed to or for the use of such charitable or educational organizations, which the Board of Directors may select.