

By-Laws of Lighthouse Quilt Guild

Article 1- Name

The name of the organization shall be Lighthouse Quilt Guild. It is a non-profit Organization located in Ottawa County, Michigan. Any activity using the Lighthouse Quilt Guild name or logo must be authorized by the Board of Directors.

Article 2 – Purpose

The mission of Lighthouse Quilt Guild is to be a forum to exchange ideas and to provide information and education regarding quilting. In addition, quilts and contributions are donated to charitable organizations whose activities reflect the interests of the members. Organizations receiving contributions must be approved by the Board of Directors.

Article 3 – Membership

Section 1. Any person interested in the activities of this organization is invited to become a member upon payment of annual dues.

Section 2. Guests are invited to attend one free meeting provided there is no paid speaker. A fee may be charged to visitors at the discretion of the Program Committee.

Section 3. The membership year shall run from the September general meeting through the next August general meeting.

Article 4 – Dues

Section 1. Annual dues are paid upon joining Lighthouse Quilt Guild. Renewal dues must be paid prior to or at the September general meeting.

Section 2. Annual dues shall be an amount recommended by the Board and will be approved by a two-thirds (2/3) majority of those members present at the Annual Meeting.

Article 5 – Meetings

Section 1. Meeting shall be the second Monday of every month.

Section 2. An Annual Meeting of the membership shall be held in August for purposes of the governance of the organization.

Article 6 – Governance

Section 1. The governing body of this organization shall be a Board of Directors, comprised of all elected officers and the chairs of all standing committees.

Section 2. The executive board shall consist of the Chair (or Co-Chairs), Secretary and Treasurer.

Article 7 – Elected Officers

The officers of this organization shall consist of the following: Chair (or Co-Chairs), Secretary and Treasurer. Any officer may have an assistant. All assistants must be approved by the Board.

Section 1. Officers shall serve a term of one year and may be elected to one consecutive additional term. The Secretary and the Treasurer may succeed themselves annually for up to a total of five (5) years.

Section 2. Upon the resignation of any officer, the board shall appoint an officer pro-tem to complete that term.

Section 3. Any elected officer who fails to attend three (3) board meetings in a program year will be presumed to have resigned her/his position.

Section 4. Event chairs shall be approved by officers of the organization.

Section 5. Additional committees must be sanctioned by the Board.

Article 8 – Duties of Officers

Section 1. Chair (or Co-Chairs)

- a. Shall arrange for and schedule a meeting place for the Board of Director's meeting.
- b. Shall preside at Board meetings and at general membership meetings.
- c. Shall provide column for monthly newsletter.
- d. Sign checks for the organization (Chair or one (1) Co-Chair).

Section 2. Secretary

- a. Shall take minutes at Board and general membership meetings.
- b. Shall publish board meeting decisions in the monthly newsletter.

Section 3. Treasurer

- a. Shall keep accurate records of all receipts and disbursements.
- b. Shall make disbursements from receipts received or with Board approval.
- c. Shall prepare a monthly Treasurer's report for publication in each newsletter.
- d. Shall prepare an annual budget for approval by the Board and track expenditures according to the budget. Any unbudgeted expenditure must be submitted to the Board for approval before payment.

Article 9 – Committees

Section 1. All appointed positions are a one-year term; there is no term limit.

Section 2. All positions may be co-chaired.

Section 3. In the event that there is no volunteer for a vacant position, the Board may decide how best to fill that position.

Section 4. All committee chairs serve at the pleasure of the Board.

Article 10 – Nominations and Elections

Section 1. The Chair (or Co-Chairs) shall appoint a Nominating Committee in May, consisting of the Chair (or one Co-chair), a member of the Executive Committee and three members at large. No other member of the Executive Committee may serve on the Nominating Committee.

Section 2. The Nominating Committee shall submit a slate of candidates for officers and committee chairs at the July membership meeting. In addition, the slate must be communicated to the members by publication in the July and August newsletters.

Section 3. The election shall be held at the Annual Meeting in August, following the current edition of *Robert's Rules of Order*.

Section 4. New officers take their positions at the September meeting, in accordance with Article 3, Section 3.

Article 11 – Amendments

Amendments to the By-Laws may be made by a majority vote of the members present at the Annual Meeting in August provided published notice of the proposed changes has been communicated to each member at least 30 days prior to that meeting.

Article 12 – Parliamentary Authority

For those situations not covered in the By-Laws, the rules contained in the current edition of *Robert's Rules of Order* will govern this organization.

Article 13 – Dissolution

If the organization is dissolved, all funds remaining after the bills are paid shall be distributed to an IRS recognized 501c(3) educational or charitable organization designated by the Board.

Article 14 – Indemnification of Board Members

No board member of the Lighthouse Quilt Guild shall be personally liable to the organization for monetary damages for a breach of fiduciary duty as a board member, provided that the foregoing shall not eliminate or limit the liability of a board member for any of the following: (1) breach of the board member's duty of loyalty to the organization; (2) acts or omissions not made in good faith or that involve intentional misconduct or a knowing violation of the law; or (3) a transaction from which the board member derived an improper benefit. The Lighthouse Quilt Guild will indemnify its present and past board members and such other persons as it has the power to indemnify, to the full extent permitted hereunder, and subject to the limitations of, the laws of the State of Michigan, as they now exist or as they may hereafter be amended and further subject to limitations as may be provided in these by-laws.

Article 15 – Conflict of Interest Policy

Section 1. Purpose:

Lighthouse Quilt Guild is a non-profit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS, as well as state regulatory and tax officials, view the operations of Lighthouse Quilt Guild as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public. Consequently, there exists between Lighthouse Quilt Guild and its board and officers, and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board and officers have the responsibility of administering the affairs of Lighthouse Quilt Guild honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Lighthouse Quilt Guild. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Lighthouse Quilt Guild or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Section 2. Areas in Which Conflict may Arise:

Conflicts of interest may arise in the relations of the board and officers with any of the following third parties:

1. Persons and firms supplying goods and services to Lighthouse Quilt Guild.
2. Competing or affinity organizations.
3. Donors and others supporting Lighthouse Quilt Guild.
4. Agencies, organizations and associations which affect the operations of Lighthouse Quilt Guild.
5. Family members and friends.

Section 3. Nature of Conflicting Interest:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 2. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Lighthouse Quilt Guild.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Lighthouse Quilt Guild.
3. Receiving remuneration for services with respect to individual transactions involving Lighthouse Quilt Guild.
4. Using Lighthouse Quilt Guild's time, personnel, equipment, supplies, or good will for other than Lighthouse Quilt Guild-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with Lighthouse Quilt Guild. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Section 4. Interpretation of this Statement of Policy:

The areas of conflicting interest listed in Section 2, and the relations in those areas which may give rise to conflict, as listed in Section 3, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the board members and officers will recognize such areas and relation by analogy. The fact that one of the interests described in Section 3 exists does not necessarily mean that

a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Lighthouse Quilt Guild. However, it is the policy of the board that the existence of any of the interests described in Section 3 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board member and officers to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Section 5. Disclosure Policy and Procedure:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. The board has determined that the transaction is in the best interest of the organization.

Disclosure anywhere in the organization should be made to the Chairperson, who shall bring the matter to the attention of the board. The board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Lighthouse Quilt Guild. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of Lighthouse Quilt Guild and the advancement of its purpose.

Bylaws amended August 12, 2019.