

ND STATE QUILT COUNCIL  
CONSTITUTION AND BYLAWS

ARTICLE I

Name

Section I       The name of this corporation shall be North Dakota State Quilt Council. It is hereafter referred to as the Council.

ARTICLE II

Purpose

Section I       The Council shall be a nonprofit corporation organized under the laws of the state of North Dakota for charitable and educational purposes. The primary focus shall be the support and enhancement of the North Dakota quilt network.

ARTICLE III

Mission

Section I       The mission of this Council is to promote quilting as an art form and to encourage quilters in their pursuit of excellence.

ARTICLE IV

Membership

Section I       Classes of Membership: Membership in the Council will consist of guild memberships and individual memberships.

Section II      Guild Membership: Guild membership will be open to any quilt guild. Each guild shall assign two delegates who shall have one vote each.

a)       A guild is defined as any quilt group that holds regular meetings, elects officers and requires dues.

b)       All qualifying groups shall be referred to as guilds.

c)       A delegate may represent only one guild.

Section III     Individual Membership: Individual membership will be open to any and all interested persons without discrimination. Each individual shall have one vote.

ARTICLE V

Meetings and Fiscal Year

Section I       The Council shall hold a minimum of two meetings per year, one in the spring and one in the fall. The Board of Directors shall set the date, time and location of these meetings. The general meeting held in the fall of each calendar year shall be known as the annual meeting and will include election of officers.

Section II      Special meetings may be called as deemed necessary by the president.

Section III     The fiscal year of the Council shall be from January 1 through December 31.

Section IV      A simple majority of members present at Council meetings shall constitute a quorum.

Section V      Robert's Rules of Order shall be followed in conducting meetings.

## ARTICLE VI

### Board of Directors

Section I The Board of Directors shall consist of the current elected officers, the immediate past president, and four Members at Large.

- a) Officers shall consist of the President, President Elect, Secretary, and Treasurer.
- b) Officers of this Council shall be elected from the voting members.
- c) Each Member at Large shall be elected from a quadrant of the state using Highway 200 and the south border of McKenzie county to divide north and south; and Highways 14 and 83 (from Sterling to the border) to divide east and west.

Section II The Board of Directors shall meet prior to the Council meetings or as deemed necessary by the Board.

Section III A simple majority of the Directors present at Board meetings shall constitute a quorum.

Section IV The affairs of the corporation shall be managed by its Board of Directors. Subject to the limitations contained in the articles of incorporation filed with the Secretary of State, and except as otherwise expressly provided in these bylaws, all the powers of the corporation shall be exercised by the Board of Directors. The business and affairs of the corporation shall be conducted and controlled by the Board. The Board of Directors shall delegate, as necessary, any portion of its authority to any standing or special committee of the corporation. The Board shall exercise general supervision of the officers and shall be responsible for the proper performance of respective duties. The Board of Directors shall from time to time make and publish to appropriate personnel, written regulations, rules, directives, schedules, bulletins, and other writings that in the judgment of the Board are necessary in the management of the corporation's affairs.

Section V Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Removal from office shall not affect the individual's membership in the organization.

## ARTICLE VII

### Amendments

Section I The bylaws may be amended with prior written notice and a two-thirds majority vote of the members present at any regular or special meeting of the Council.

## ARTICLE VIII

### Dues

- Section I Annual dues shall be determined by a vote of the council.
- a) dues shall be payable by January 1 of each calendar year.

## ARTICLE IX

### Additional Provisions

Section I Dissolution: Upon Dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Director, Member or Officer of the Corporation, but shall be distributed in accordance with law, provided, however, that the

distribution be to another organization exempt under the provisions of Section 501(c)3 of the United States Internal Revenue Code or to the United States, or a State or local government, for a public purpose.

Section II      Compensation: Neither Members, Directors or Officers shall receive any fee, salary or remuneration of any kind for their services in such capacities. However, Members, Directors and Officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

adopted September 29, 2001

revised April 20, 2002

## BYLAWS

### ARTICLE I

#### Duties of Officers

- Section I      Duties of the President
- a)      preside at meetings
  - b)      appoint all committees
  - c)      instruct all officers in their duties
  - d)      act as the official spokesperson for the organization
  - e)      see that the Constitution and Bylaws are followed
  - f)      appoint officers when vacancies occur and with recommendations from the Board
- Section II      Duties of the President-Elect
- a)      assume duties of the president when absent or when asked to do so
  - b)      fill in the office of the president if a vacancy occurs
  - c)      assume the duties of the president the following term
- Section III     Duties of the Secretary
- a)      record minutes of the council
  - b)      keep a list of all members with pertinent information
  - c)      manage correspondence for the council
  - d)      call the meeting to order and appoint a chairman pro tem in the absence of the president and president-elect
  - e)      contact the media with notices regarding meetings and special events
  - f)      notify the members of any meetings or meeting changes
  - g)      have a copy of the current bylaws available for reference
  - h)      preserve records of the Councils activities
- Section IV     Duties of the Treasurer
- a)      manage all financial records for the council
  - b)      prepare periodic financial reports.
  - c)      prepare yearly budget for adoption

Section V Members at Large

a) These elected seats on the Board of Directors are to be filled by any member from quadrants of the state as outlined in the Constitution. They vote and provide input at Board meetings and may serve on committee(s) as desired. Members at Large should be aware of their quadrant's resources and events and report to directory committee and/or newsletter editor as appropriate.

Section VI Delegates and Individuals

a) Guild Delegates shall receive the quarterly newsletter. They should be a liaison between their guild and the Council. Bringing ideas, issues, or concerns to the Council, considering the impact on their guild as Council items are discussed and reporting back to their guild on Council meetings and information. Delegates may also Chair or serve on any committee that interests them. Guild delegates should be aware of the newsletter deadlines and see that information on their guild's activities is put into the state newsletter as necessary. Guilds shall select another delegate, when one of their delegates is elected to office.

b) Individual Members will receive the quarterly newsletter. They may also Chair or serve on any committee that interests them.

ARTICLE II

Elections and Terms of Office

Section I President shall appoint a nominating committee. Nominations may also be taken from the floor.

Section II Voting by a secret ballot shall be used when there is more than one nominee for a position.

Section III Terms of office will be two years with President and Treasurer taking office in the even years, and the Secretary and President-elect taking office in the odd years. Members at Large terms of office shall remain at one year. The outgoing President will serve as Vice-President in the even year following her term as President. A President-elect will serve during the odd year prior to term as President.

Section IV Upon election or appointment to the Board of Directors, members shall pay individual dues.

ARTICLE III

Committees of the Board of Directors

Section I The Board of Directors may designate one or more committees. The designation of committees and the delegation of authority shall not relieve the Board or any individual Director of any responsibility imposed on it or him or her by law. Members of each committee need not be members of the corporation, and the President of the Board shall appoint the committee members. Any committee members may be removed by the Board whenever the best interests of the corporation shall be served by such removal.

*adopted September 29, 2001, revised April 20, 2002, April 2008*