

**WASHINGTON STATE QUILTERS  
SPOKANE CHAPTER**

**BYLAWS**

**ARTICLE I - NAME**

- 1.1 The name of this non-profit social organization IRS 501 (c) (4) shall be known as Washington State Quilters - Spokane Chapter (WSQ-SC).

**ARTICLE II – OBJECTIVES**

The objectives of this organization shall be:

- 2.1 To promote and enhance the art of quilting and quilt making by exhibitions, lectures, and workshops offered to the organization membership and the general public.
- 2.2 To foster the conservation and preservation of quilts and increase public awareness and appreciation of quilts through our quilt show.

**ARTICLE III – MEMBERSHIP**

- 3.1 Membership shall be open to anyone interested in quilt making, collecting, or preservation of quilts.
- 3.2 Membership is defined by payment of dues to WSQ – SC. Dues are non-refundable and non-transferable.
- 3.3 The membership year is from January 1 through December 31.
- 3.4 Membership shall become delinquent February 28.
- 3.5 The dues for WSQ-SC shall be outlined in the Standing Rules.
- 3.6 Selling goods or services, collecting or spending any association money or other assets cannot be in conflict of personal interests.

**ARTICLE IV – OFFICERS AND ELECTION OF OFFICERS**

- 4.1 The officers shall be members of WSQ-SC in good standing. President, First Vice-President (Program Chair), Second Vice-President (Quilt Show Chair), Secretary, and Treasurer. Duties of said officers shall be outlined in the Standing Rules.
- 4.2 A slate of nominees shall be printed in the summer issue of the newsletter. Further nominations may be made from the floor, with prior consent of the nominee.
- 4.3 Names of candidates shall be printed in the fall issue of the newsletter.
- 4.4 Officers shall be elected at the September membership meeting. Term of office is one year beginning January 1 through December 31. No officer shall serve in the same office more than two consecutive terms. Election shall be by ballot, except when only one person is nominated for office the President shall declare the candidate elected by unanimous consent or “acclamation”. The Secretary shall record in the minutes the names of those elected.
- 4.5 A vacancy occurring in an office, except the Presidency, shall be filled by an appointment by the President, with the approval of the Board of Directors. The First Vice President shall fill a vacancy in the office of the President, except if unable; the Second Vice President shall fill the office of President.
- 4.6 Election procedures shall be outlined in the Standing Rules.

## **ARTICLE V – MEMBERSHIP MEETINGS**

- 5.1 Quarterly membership meeting dates shall be as outlined in the Standing Rules.

## **WSQ-SC BYLAWS**

### **ARTICLE VI – BOARD OF DIRECTORS**

- 6.1 The Board of Directors shall consist of WSQ-SC elected officers and all Committee Chairs in good standing. The Board of Directors shall meet prior to the membership meetings to conduct business, provide information for the quarterly newsletter, and propose an agenda for the membership meeting. The Board of Directors shall review and approve the annual budget and propose recommendations of policy changes for the adoption by the membership. Each member of the Board of Directors shall have the right to one vote. In the absence of the Committee Chair, the Committee Vice Chair shall attend the Board of Directors meeting and have the right to one vote.
- 6.2 Nine members, or a majority of the Board of Directors, whichever is fewer, shall meet quorum requirements to conduct business.
- 6.3 Responsibilities of the Board of Directors shall be outlined in the Standing Rules.
- 6.4 The Executive Committee shall consist of the elected officers of WSQ-SC. They shall meet at the discretion of the President or three Executive Committee members and report all recommendations to the Board of Directors for approval.
- 6.5 The President or three Executive Committee members may call a special meeting of the Board of Directors with advance notice of at least four days. Notification shall include the subject of the meeting. No other business except that on which notice has been given may be transacted at the special meetings.
- 6.6 The President, or if unavailable, the First Vice President, may cancel a Board of Directors meeting if, unforeseen circumstances exist that would cause unsafe conditions for members to attend, All members shall be notified of cancellation, by e-mail or telephone, no later than one hour prior to the scheduled start of the meeting.
- 6.7 The Executive Committee shall have the power to make decisions within the guidelines of WSQ-SC that have a critical timeline. The President shall report to the Board of Directors the decision taken and have the action ratified at the next meeting of the Board of Directors.
- 6.8 The Executive Committee shall have the power to authorize an emergency expenditure up to \$500.00 within the guidelines of WSQ-SC bylaws. The President shall report to the Board of Directors the decision taken and have any action ratified at the next meeting of the Board of Directors.
- 6.9 Members of the Board of Directors may consult each other on matters of business via e-mail. No voting may be conducted via e-mail as it does not allow for deliberative processes under RONR (ROBERT'S RULES OF ORDER NEWLY REVISED 11TH EDITION).

## **ARTICLE VII – COMMITTEE CHAIRS AND VICE CHAIRS**

- 7.1 A Finance Committee Chair shall be appointed by the President with the President, First and Second Vice Presidents, and the Treasurer serving on the committee. The committee may include two more members from the Board of Directors.
- 7.2 The Nominating Committee Chair shall be the immediate past president. Two volunteers from the current Board of Directors shall serve on the committee.
- 7.3 The President shall appoint all Standing Committee Chairs, Committee Vice Chairs, and Special Committee Chairs in good standing, subject to approval of the Board of Directors.
- 7.4 Responsibilities of these and other committees shall be outlined in the Standing Rules.

## **ARTICLE VIII - INDEMNIFICATION**

- 8.1 The organization shall indemnify its officers and members of the Board of Directors for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a member serving in an elected or appointed capacity. No member shall be indemnified when judged in the action or suit to be liable for negligence or misconduct in the performance of duty.

## **ARTICLE IX - PARLIAMENTARY AUTHORITY**

- 9.1 Robert's Rules of Order Newly Revised, current edition, shall be the parliamentary authority and shall govern all proceedings of this organization unless stated differently within these bylaws and standing rules.

## **WSQ-SC BYLAWS**

### **ARTICLE X - AMENDMENT OF BYLAWS**

- 10.1 Changes of these bylaws may be proposed at any membership meeting of WSQ, provided written notice of the proposed changes is printed in the newsletter prior to voting. Any changes must be approved by a two-thirds majority vote of members at a membership meeting.

### **ARTICLE XI – DISSOLUTION**

- 11.1 Should WSQ-SC become dissolved, all monetary assets remaining after payment of all debts, and proceeds from physical assets auctioned to the general membership shall be turned over to an agreed upon charitable organization, or the Northwest Museum of Arts and Culture of Spokane, WA.