

**WASHINGTON STATE QUILTERS  
SPOKANE CHAPTER**

**BY-LAWS**

Adopted by WSQ membership July 21, 2005, revised July 23, 2009 - Page 1

**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.

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

- 4.1 The officers shall be President, First Vice-President (Program Chairman), Second Vice-President (Quilt Show Chairman), 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 Elections shall be held each year during the fall membership meeting. A term shall run for one year from January 1 through December 31. No officer shall serve in the same office more than two consecutive terms.
- 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 General Board. The Vice Presidents in their order of office shall fill a vacancy in 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.

## **ARTICLE VI – EXECUTIVE BOARD AND GENERAL BOARD**

- 6.1 The Executive Board shall consist of the elected officers of WSQ-SC. They shall meet at the discretion of the President or three Executive Board members.
- 6.2 The General Board shall consist of WSQ officers and all committee chairmen. The board 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 shall review and approve the annual budget and propose recommendations of policy changes for adoption by the membership.
- 6.3 There shall be a quorum of nine (9) board members to conduct business.
- 6.4 The President or three Executive Board members may call a special meeting 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.
- 6.5 The Board may cancel a meeting in the case of unforeseen circumstances.
- 6.6 Responsibilities of the Board shall be outlined in the Standing Rules.
- 6.7 The Executive Board may make emergency decisions that have a critical timeline, decisions that fall within the guidelines of WSQ and/or within an event that is presently happening, may make recommendations to the General Board and may authorize emergency expenditures up to \$500.
- 6.8 In the event that the General Board must make a decision before the next board meeting, the President shall notify the Board of the proposal by e-mail. Members who do not have e-mail must be notified by phone. The voting shall follow Roberts Rules of Order as to motions, discussions and voting. The Board shall ratify the motion at the next meeting.

## **ARTICLE VII – BOARD COMMITTEES**

- 7.1 A Finance Committee Chairman 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 volunteers from the membership.
- 7.2 The Nominating Committee Chairman shall be the immediate past president with two volunteers from the current General Board serving on the committee.
- 7.3 The President shall appoint all other committees, as the Board deems necessary to conduct business.
- 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 General Board 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 in which they are not inconsistent with 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.

**WASHINGTON STATE QUILTERS  
SPOKANE CHAPTER  
STANDING RULES**

Adopted by WSQ membership July 21, 2005. Revised 9-15-2005, 1-26-2006 & July 23, 2009

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**I. DUES**

- A. Annual Dues shall be \$25.00 per membership, payable in January.

**II. GUESTS**

- A. Non-members shall pay admission of \$7.00 per Quarterly Membership meeting to attend, enjoy refreshments, and participate in door prize drawings.
- B. Non-members may participate in workshops, bus trips, and other activities at the same cost that members pay on space available basis only after closing date for members.
- C. Non-members may participate in WSQ Quilting Bees and WSQ Quilt Shows.
- D. Non-members may not participate in WSQ business, be eligible to vote, or check out library books.
- E. WSQ can waive the \$7 guest fee for secondary students if they meet WSQ's mission. Students must have a signed permission slip from their school that is countersigned by an Executive Board member at the end of the meeting.

**II. DUTIES OF OFFICERS**

- A. The President shall:
1. Preside at all meetings
  2. Appoint all committee chairmen, except the nominating committee
  3. Be familiar with the Bylaws and Standing Rules
  4. Be familiar with the non profit status of WSQ-SC
  5. Apply for annual state gambling license
  6. Maintain a current file of WSQ procedures and job descriptions for each office and committee
  7. Be an ex-officio member of all committees except the nominating committee
- B. The First Vice President (Program Chairman) shall:
1. Preside in the absence of the President
  2. Automatically become the President in the event of a vacancy in the office of the President
  3. Arrange for speakers for general membership meetings with member input, and arrange workshops
  4. Consult with, and report on proposed contracts to the Board
  5. Report to the membership on future speakers and workshops
  6. Follow WSQ-SC procedures outlined in the First Vice President's binder, update as necessary
  7. Perform such other duties as may be requested by the President
- C. The Second Vice President (Quilt Show Chairman) shall:
1. Preside in the absence of the President and First Vice President
  2. Appoint all quilt show committee members necessary to prepare for the quilt show
  3. Conduct regular meetings with the committee in preparation for the quilt show
  4. Sign contracts for exhibition space and exposition services in a timely manner for upcoming quilt show
  5. Follow WSQ-SC procedures outlined in the Second Vice President's binder, update as necessary
  6. Perform such other duties as may be requested by the President
- D. The Secretary shall:
1. Record all minutes and keep permanent copies
  2. Distribute copies of the previous Board meeting promptly
  3. Carry a copy of Bylaws and Standing Rules and job descriptions of Board members to each meeting
  4. Submit minutes of the membership meeting for printing in the newsletter
  5. Maintain a copy of WSQ procedures and job descriptions for each office and committee
  6. Collect and distribute mail in a timely manner
  7. Follow WSQ procedures outlined in the Secretary's binder, update as necessary
  8. Perform such other duties as may be requested by the President
- E. The Treasurer shall:
1. Receive all monies payable to this organization
  2. Pay all bills of the organization promptly
  3. Keep financial records for the organization and report at all Board and membership meetings
  4. Assure that committees are within the approved budget
  5. File reports with the Federal and State government
  6. Submit a year-end financial report and submit the books for an internal audit
  7. Be present during the quilt show
  8. Follow procedures outlined in the Treasurer's binder, update as necessary
  9. Perform such other duties as may be requested by the President

**WSQ-SC STANDING RULES**

Adopted by WSQ membership July 21, 2005. Revised 9-15-2005, 1-26-2006 & 7-23-2009 Page 2

### III. DUTIES OF COMMITTEE CHAIRMEN

- A. The Charity Central Committee Chairman shall:
  - 1. Announce to members that a written request may be submitted for a cash donation to be used for community outreach projects related to quilting.
  - 2. Meet with a committee to review each request and determine allocation of funds.
- B. The Finance Chairman shall:
  - 1. Call a meeting to prepare the annual budget after the quilt show
  - 2. Submit the budget proposal to the General Board for approval
  - 3. Present the budget to be printed in the winter newsletter
  - 4. Submit proposed budget amendments to the General Board for approval
  - 5. Review WSQ-SC financial obligations as deemed necessary by the Board
  - 6. Meet with two (2) or more members to conduct an annual internal audit
    - a. A written report shall be submitted to the membership at the next regular meeting following said audit.
  - 7. Follow procedures outlined in the Finance Chairman's binder, update as necessary
- C. The Nomination Chairman shall:
  - 1. Be responsible to meet with the committee to prepare a slate of nominees of one or more candidates for each office and brief them on the responsibilities and traditional duties of office
- D. The Raffle Quilt Chairman shall:
  - 1. Be responsible for maintaining records in accordance with Washington State Gambling Commission
- E. All Committee Chairmen shall:
  - 1. Carry out responsibilities of position
  - 2. Be responsible to make bank deposits within five (5) days of receipt and notify Treasurer of said deposit
  - 3. Follow, maintain and update procedural binders containing job descriptions with timeline; and provide said copy to the President and Secretary
  - 4. Present pertinent budget category proposal to the Finance Chairman in September with exception of the Quilt Show committee which shall be presented promptly following the Quilt Show
  - 5. Perform such other duties as may be requested by the President

### V. BOARD MEETINGS

- A. The President shall call Board meetings as deemed necessary to conduct business.
- B. A transitional board meeting shall be held in late fall at which time outgoing officers and committee chairmen shall deliver all records, files, procedural binders, and WSQ-SC properties to successors.

### VI. MEMBERSHIP MEETINGS

- A. The meetings of the membership shall be held quarterly, in January (winter quarter), April (spring quarter), July (summer quarter) and September (fall quarter). Each membership meeting shall consist of one or more gatherings on the same day, at the time and place designated by the Board. Notification of these meetings shall be announced in the quarterly newsletter.
- B. Meetings in two sessions – equal and fair participation of all members
  - 1. To insure all members equal opportunity for participation and voting during our quarterly business meetings, when held in two sessions, all business requiring a vote must be proposed and voted on during the afternoon session. After a recess of the afternoon session, the evening session shall reconvene at which time the same motion shall be presented for a vote. Results of all votes shall be announced by the President at the evening meeting and be published on the WSQ web site and in the newsletter.
  - 2. When a member has a proposal but cannot attend the afternoon session, said member may contact any elected officer requesting that the motion be included on the agenda for the business meeting; or ask another member attending the afternoon assembly to present the motion in writing.

### VII. ELECTIONS AND VOTING PROCEDURES

- A. Elections shall be by ballot when there is more than one candidate per office.
  - 1. The President shall appoint tellers to count the ballots
- B. In the case of one candidate running for office the vote shall be taken by a show of hands with members provided a voting paddle, by a standing vote, or by ballot.

### VIII. MEMBERSHIP ROSTER

- A. The membership roster shall be available to board and committee members for WSQ-SC activity use; it shall not be used for the purpose of promoting for-profit businesses.

### IX. DISBURSEMENT OF FUNDS

- A. With the exception of the annual appreciation gift to the elected and appointed members of the General Board, Quilt Show committee members, and honorariums, no organizational funds may be expended for the benefit of a small select number of members.

## WSQ-SC STANDING RULES

Adopted by WSQ membership July 21, 2005. Revised 9-15-2005, 1-26-2006 & 7-23-2009 Page 2

### X. AMENDMENTS OF STANDING RULES

A. Changes of these standing rules may be proposed at any membership meeting of WSQ. Any changes must be adopted by a majority vote of members at a membership meeting.

# WASHINGTON STATE QUILTERS – SPOKANE CHAPTER STANDING RULES - BUSINESS POLICIES

Adopted by WSQ membership July 21, 2005. - Page 1

## I. BUS TRIPS

- A. WSQ members have priority.
- B. Non-members can attend if space is available.
- C. Cancellation/Refunds
  - 1. Due to contract obligations requiring a minimum of 35 passengers, members shall notify WSQ at least twenty (20) days prior to the date of travel for a refund.
  - 2. Notice of less than twenty (20) days prior to the scheduled trip, members are required to find a replacement to receive a refund.
  - 3. No refunds shall be made for "no shows".

## II. LIBRARY

- A. Library materials shall be:
  - 1. Limited to WSQ members
    - (a) Members may check out only four books/videos at a time.
    - (b) Books/videos are due to be returned at our next Quarterly Meeting.
    - (c) Library materials are past due six months after the checkout date.
    - (d) Members shall pay for lost and /or damaged books/videos.
      - (1) No refunds shall be made for any materials for which WSQ has been paid if said material is later found.

## III. QUARTERLY MEMBERSHIP MEETINGS – HOSPITALITY

- A. Raffle quilt displays:
  - 1. The WSQ raffle quilt has priority.
  - 2. Only members representing small groups that are on the WSQ list of recognized small groups and other quilt guilds will be allowed to display finished quilts for the purpose of selling raffle tickets.
    - (a) Notification by WSQ members must be made to the Hospitality Committee Chairman one week prior to our WSQ Quarterly Meeting for space availability to display a raffle quilt.
  - 3. Raffle proceeds shall be for the support of a quilt show or the benefit of bona fide nonprofit organizations.
- B. Items for sale shall be:
  - 1. WSQ raffle quilt tickets, WSQ memorabilia, and used library books
  - 2. Raffle tickets as outlined in III. A. 2 and 3
  - 3. Guest speaker's products
- C. Advertising materials, i.e. flyers and posters
  - 1. Businesses promoting goods and services shall use a table designated by WSQ-SC Hostess.

## 8. QUILTING BEES

- A. Attendance shall be open to all members and the general public
- B. Items for sale shall be:
  - 1. WSQ raffle quilt tickets, WSQ memorabilia
  - 2. Raffle tickets by WSQ small groups or quilt guilds in support of quilt shows or bona fide nonprofit organizations.
  - 3. Guest speaker's products

## V. WORKSHOPS

- A. Attendance
  - 1. WSQ members shall have priority.
  - 2. Non-members shall be eligible to register for a workshop twenty (20) days prior to the scheduled workshop when there are no WSQ members on the waiting list.
- B. Cancellation/Refund Policies
  - 1. Due to contract obligations and endeavors to maintain affordable workshops; members shall notify WSQ at least forty-five (45) days prior to scheduled workshop for cash refund or credit applied towards another workshop within one year.
  - 2. Members canceling with less than forty-five (45) days notice shall find a replacement to receive a refund when there is no waiting list.
  - 3. No refunds shall be made for "no shows".

## V. YARD SALE

- A. Table rental shall be:
  - 1. Limited to WSQ members
  - 2. Articles to sell shall be quilting related, i.e.- quilt tops, fabric, notions, books, magazines, patterns, beads, lace, etc.
- B. Cancellation/Refund Policies
  - 1. No refunds shall be made with less than (60) sixty-days notice prior to yard sale date except when another member is on the waiting list. Only when no waiting list exists may the member canceling find a replacement for that table from the WSQ membership.
  - 2. No refunds shall be made for "no shows".