

CONSTITUTION -- GENESEE VALLEY QUILT CLUB

ARTICLE I NAME

The name of this not-for-profit organization shall be the Genesee Valley Quilt Club, Inc., hereinafter referred to as the Club.

ARTICLE II PURPOSE

The purpose of the Club shall be to:

- encourage and promote the art of quilt making --- past, present, and future;
- continue improving our skills and knowledge;
- promote an appreciation of fine design and workmanship;
- preserve our heritage and traditions; and
- use our skills to serve the community.

ARTICLE III MEMBERSHIP

SECTION 1 MEMBERSHIP YEAR

Shall be concurrent with the fiscal year which is September 1st through August 31st.

SECTION 2 REGULAR MEMBERSHIP

Any person who believes in the aims of the Club, volunteers within the Club, and pays the Club dues is considered a regular member.

SECTION 3 HONORARY MEMBERSHIP

Each year the Executive Committee shall select up to three (3) honorary members. To be considered for honorary status, a member must be 65 years or older, have been a member for ten (10) years, and have provided significant service to the Club. Honorary members will be exempt from paying annual dues and will have full member privileges. Honorary membership shall be bestowed at the May Club meeting.

ARTICLE IV GOVERNING BODY

SECTION 1 STRUCTURE

The Board of Directors, hereinafter known as the Board, and the Executive Committee, also known as Officers, shall constitute the governing body of the Club. All members of the governing body serve on a voluntary basis.

SECTION 2 ELECTION OF

Members of the governing body are elected at the April Club meeting and inducted at the May Club meeting.

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SECTION 3

ELIGIBILITY

A member becomes eligible to hold a position on the governing body after having been a Club member for at least (2) consecutive years, attending monthly Club meetings on a regular basis, and serving in a volunteer capacity within the Club.

SECTION 4

CESSATION OF TERM

At the expiration of their terms of office, all members of the governing bodies will turn over to their successors all properties and information pertaining to their offices.

SECTION 5

REMOVAL FROM OFFICE

Any member of the governing body may be removed from office for conduct deemed unsuitable for a member holding office, including non-performance of duties. She/he shall be removed from office by a three-quarters (3/4) vote of the appropriate governing body and a replacement will be appointed by the Board Chair or President, as appropriate, for the remainder of the term.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1

STRUCTURE

The Board shall consist of thirteen (13) members:

- Seven (7) are chosen from the membership and elected to the Board and shall be known as at-large Directors,
- Five (5) shall be sitting Officers of the Club – the President, Vice-President, Recording Secretary, Treasurer, and Membership Secretary.
- The thirteenth (13th) member shall be an immediate Past Executive Committee Officer. The position will be filled in the following order: President, Vice-President, Treasurer, Recording Secretary, Membership Secretary.

SECTION 2

RESPONSIBILITIES

In addition to the duties outlined in the job specifications, they shall:

- adhere to the Constitution in all matters pertaining to the Club,
- be responsible for reviewing and approving policy,
- review the annual budget prior to submission to the full membership for final approval,
- be active, informed, voting members of the Board and keep up-to-date on all matters concerning the Board including, but not limited to, reading Board minutes and all reports presented to the Board, and be familiar with parliamentary procedure and conduct the Club's business accordingly.

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SECTION 3

MEETINGS

The Board shall meet a minimum of four (4) times a year. Board members are required to attend at least three-quarters (3/4) of the meetings.

SECTION 4

QUORUM

Seven (7) of the thirteen (13) Board members shall be necessary for voting, with the majority vote of those present necessary to pass a motion.

SECTION 5

SELECTION OF BOARD CHAIR

At a special meeting immediately following the May Club meeting, called solely for this purpose, Board members shall select a chairperson for a one (1) year term from among the seven (7) at-large members.

SECTION 6

BOARD CHAIR RESPONSIBILITIES

In addition to the duties listed in the job specification, the Chair shall:

- call meetings;
- prepare agendas and distribute to Board members a week before the meetings;
- chair Board meetings, using the most recent edition of Roberts Rules of Order.

SECTION 7

ABSENCE OF BOARD CHAIR

In the event the Board Chair is not present, the immediate Past Executive Committee Officer will assume responsibility.

SECTION 8

MEMBERS-AT-LARGE

At-Large Directors shall hold office for a two (2) year term commencing at the time of induction and may succeed themselves for a total not to exceed four (4) consecutive years. Anyone accepting this position must be willing to serve as Board Chair

SECTION 9

VACANCIES

By a majority vote of the Board, a replacement shall be made to fill the term of a retiring member until the next regularly scheduled election occurs.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1

STRUCTURE

The Executive Committee shall be nominated from the membership and shall be elected to the following positions: President, Vice President, Treasurer, Recording Secretary and Membership Secretary.

SECTION 2

TERMS OF SERVICE

Officers shall hold office for one (1) year, commencing at the time of induction, and may succeed themselves for up to four (4) consecutive terms in any one position.

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SECTION 3 RESPONSIBILITIES

In addition to those duties defined in the appropriate job specifications:

- the **President** shall have sole responsibility for signing contracts on behalf of the Club.
- the **Executive Committee** shall:
 - run the operations of the Club consistent with guidance provided by the Board and in accordance with the Constitution; and
 - prepare the annual budget for Board approval before submission to the full membership for final approval.

SECTION 4 QUORUM

Three (3) of the five (5) Executive Committee members shall be necessary for voting, with the majority vote of those present necessary to pass a motion.

SECTION 5 ABSENCES/VACANCIES

- Office of the President:
In the temporary absence of the President, the Vice President shall assume responsibility. If the office should become permanently vacant, the Vice-President shall fill the office of President until the expiration of that term.
- Other Vacancies:
The President shall fill by appointment until the next regular election.

ARTICLE VII NOMINATIONS AND ELECTIONS

SECTION 1 STRUCTURE

A Nominating Committee shall be formed by January and will consist of the Past Executive Officer (chair) and two (2) other Club members who are not currently serving as members of the governing bodies. If the Past Executive Officer or any Nominating Committee member should wish to seek election, replacements will be appointed by the Board Chair.

SECTION 2 RESPONSIBILITIES

In addition to those listed in the approved job specification, the Nominating Committee shall be responsible for the following:

- presenting the **Slate of Officers** at the March Club meeting,
- conducting the **Election of Officers and Board members** at the April meeting. If all positions are unopposed, the vote shall be taken by a show of hands of those members present with a simple majority required for election. If more than one person is running for office, the vote shall be taken by ballot.
- inducting **new Board Members and Officers** at the May Club meeting.

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SECTION 3 TERMS OF SERVICE

After the induction ceremony at the May Club meeting, the Nominating Committee shall be disbanded

ARTICLE VIII VOTING

SECTION 1 ELIGIBILITY

Members in good standing are eligible to vote.

SECTION 2 VOTING PROCESS

Shall be accomplished by a simple majority of those present.

SECTION 3 VOTING METHODS

- The President shall call for a vote by **show of hands**. If the outcome of the vote is not obvious, the hands shall be counted by a person or persons appointed by the President;
- or*
- A **ballot** shall be handed out to each member and, before the end of the meeting, the ballots will be collected and tallied.

ARTICLE IX CLUB MEETINGS

SECTION 1 MEETING DATES

The Club shall meet on the second Thursday of each month, September through June, whenever possible. The Executive Committee shall be responsible for communicating meeting dates to the membership.

SECTION 2 SPECIAL MEETINGS

Called by a majority vote of the Board.

SECTION 3 PARLIAMENTARY PROCEDURE

The latest edition of "Robert's Rules of Order" shall govern Club proceedings.

ARTICLE X FINANCES

SECTION 1 FINANCIAL SUPPORT

This non-profit organization shall be supported by:

- dues collected from its members, and
- fund raising events.

SECTION 2 DUES

- Dues shall be collected on an annual basis and the membership year shall coincide with the fiscal year (9/1 through 8/31).

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- With prior Board approval, the Executive Committee may recommend changes in the amount to the membership. Changes in dues shall be approved by the membership.

SECTION 3 ANNUAL BUDGET

- Shall be prepared by the Executive Committee.
- Shall be reviewed and approved by the Board.
- Shall be printed in the September Club newsletter.
- Shall be presented to the membership for final approval at the September Club meeting. The vote shall be taken by a show of hands of the members present with a simple majority passing.

SECTION 4 FINANCIAL RECORDS

The Club's books shall be reviewed on an annual basis.

SECTION 5 EXPENDITURES

- The Board shall approve any non-budgeted expenditures, including monetary grants/donations, exceeding \$500.
- The Executive Committee shall approve any non-budgeted expenditures, including monetary grants/donations, at \$500 or below.
- Club-related purchases above and beyond those approved in the budget must have prior approval of the appropriate governing body.
- All purchases made for the Club's benefit shall be done on a non-taxable basis through the use of the Club's tax exempt form.

SECTION 6 CLUB FUNDS

- All monies collected by the Club shall be placed in the operating fund.
- No investment in stocks shall be made.
- No member shall borrow monies from the Club.

ARTICLE XI INSURANCE

Insurance shall be maintained by the Club so that it is held harmless in any form of liability.

ARTICLE XII COMMITTEES

SECTION 1 REQUIREMENTS/NEED

The Board and/or the Executive Committee may call for committees as the need arises.

SECTION 2 ACCOUNTABILITY

All committees and chairpersons of same shall be listed on the Organization Chart located in the Membership Directory.

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SECTION 3 CHAIRPERSONS

Committee chairs shall be appointed by the Board Chair or the President, depending on the reporting accountability.

SECTION 4 RESPONSIBILITIES OF COMMITTEES AND CHAIRS

Details are listed in the appropriate approved job specification which is posted on the GVQC website (www.gvqc.org), and printed copies are housed with the Club Library.

ARTICLE XIII POLICIES

SECTION 1 AVAILABILITY

The Club shall have a printed copy of all policies housed with the Club Library, as well as being available to the membership on the Club website www.gvqc.org.

SECTION 2 UPDATES

Shall be made by the Policies Documentation Committee when so advised by the Board Chair or President.

ARTICLE XIV CONSTITUTION

SECTION 1 RATIFICATION OF CONSTITUTION

- This Constitution shall be established by a ballot vote.
- Voting Process: This vote may be taken at any regular meeting of the Club and requires a two-thirds (2/3) majority of all members present to pass.
- Once ratified and dated, this Constitution shall supersede all previous Constitutions and Bylaws.

SECTION 2 AMENDMENTS TO CONSTITUTION

- Proposed amendments may be made by:
 - the Board of Directors, or
 - a Club member through petition. Signatures of support from twenty-five percent (25%) of the total membership must be on the petition calling for the proposal of the amendment.
- The Constitution may be amended by a ballot vote at any regular meeting by a two-thirds (2/3) majority of the members present, after the proposed amendment has been published in the Club's newsletter.
- Once accepted, the amendment, and the date it was accepted, shall be published in the next issue of the Club's newsletter, affixed to the Constitution, and updated on the Club's website (www.gvqc.org).