

Guide to Proposed Bylaws Changes

February 2026

Bylaws aren't everybody's thing, but the membership votes on them so we don't want them to be a mystery. They are the rules we use to make sure the duties of the elected Board are clear, as well as how we vote, how we amend bylaws, etc. Our member meeting dates are included in the bylaws. The bylaws are supplemented by the guidelines, which are less formal. Both are posted on the web near the bottom of our home page.

While I was reviewing our old bylaws, I saw a few things that just weren't happening and I've done my best to bring us into compliance. But there are some things we just can't comply with any more. I propose the following changes to the bylaws, to be discussed at the January member meeting and voted on in February 2026.

- A Preamble was added---this was to address the conflicting information in the Articles of Incorporation about being a non-profit in one section and later referring to shares and shareholders instead of members in later sections. By incorporating a solution to this within the Bylaws, I was told we could move forth on amending the bylaws in the short-term, before updating the Articles of Incorporation.
- Grammar, numbering and indentation was changed throughout. This may make the document look different, but does not substantially change the intent where these changes are made. Phrasing has also been changed and in some cases, these may change the meaning of passages.
- The Executive Board, a term better known to the membership, has been referred to throughout the document. It is synonymous with the Board of Directors, a term of legal significance. An explanation of this is in the Preamble and in the header for Article VI.
- Sec 3.3 Membership. The bylaws previously said membership renewal has a 30-day grace period. This is changed to 60 days at the request of the Vice President of Membership, as a matter of practicality. The anniversary date may also be changed if the membership lapses past the grace period.
- Sec 4.4 Elections
 - The current bylaws only allow for voting from ballots in the printed newsletter, but most of the membership gets the newsletter online now. The proposed method of voting has been changed to also allow for electronic voting, and voting from printed ballots at Quilt A Fair. We have piloted a couple of methods of electronic voting, and found one in 2025 that many members seemed

comfortable with. However, in deference to those who don't like or trust electronic methods, the paper ballot is still available.

- Results of elections are announced at the meeting after the election and the bylaws changes provide for also posting them in the newsletter.
- Sec 4.7 (a) 3 has been changed to allow the President to appoint standing committee chairs in consultation with the Executive Board instead of by a vote of the Executive Board. This was done because it has been difficult to fill all the standing committee chair positions, and there has not been competition for these positions in recent times.
- Sec 5.3 Special meetings, has been revised to distinguish between Board meetings and member meetings and how much advance notice is needed for each.
- Sec 5.4 discusses a quorum of the membership. The current bylaws can delay the vote until the next business meeting if a quorum is not present. Proposed changes allow for a recess to be called to invite additional members to join the meeting by phone or Zoom so business may proceed without delay. We skip business meetings in September and November, and this can be useful in conducting business late in the year--especially business that takes multiple months to conduct, such as changing the bylaws.
- Sec 6.2 has been clarified to say that the Executive Board serves the Council members, not just the Council.
- Sec 6.3 adds that minutes of the Board meetings will be published in the newsletter. We already do this, but it was not in the bylaws.
- Sec 7, committees, says activities of the standing committees are referred to the Official Guidelines.

Current bylaws require we publish changes in the newsletter, discuss them a month ahead of the vote, and vote in the following meeting. That would be the January 2026 newsletter, the January member meeting for discussion, and the February member meeting for voting, at the earliest. The full text of the changed bylaws and a comparison to current bylaws will be posted on our website here (<https://www.coloradoquiltingcouncil.com/bylaws-updated>). A copy of this guide will also be there.

Pat Smith, President
Colorado Quilting Council