

BYLAWS of The Colorado Quilting Council, Inc.

Original, July 29, 1978

Revised October 22, 2016

Revised Spring, 2018

Revised August 2020

February 2026

PREAMBLE

The Articles of Incorporation for the Colorado Quilting Council (CQC) were approved by the Colorado Secretary of State in 1981. During the update of these bylaws, it was noted that there is conflicting information within these Articles stating in Article III that we are a non-profit corporation and in later sections referring to shares, stocks and stockholders. The CQC has performed since its inception as a non-profit, non-dividend, non-shareholder organization, and will continue to do so. Nothing in these bylaws is in conflict with functioning as a non-profit. It is our intention to clarify in these bylaws that there are no stockholders or shareholders, only members, and that we have always and will continue to function as a non-profit.

Further, reference is made in the Articles of Incorporation to a Board of Directors. This is referred to throughout this document by our more commonly referenced term, the Executive Board.

ARTICLE I Name

The name of this organization shall be Colorado Quilting Council, Inc.

ARTICLE II Object

The object of this Council is to assist in preserving the heritage of quilting, to be a source of information and inspiration, and to encourage a high standard of excellence in quilting and related arts.

ARTICLE III Members

Section 3.1. A member is one whose current dues are paid.

Section 3.2. Membership must be in good standing, shall not be restricted on the basis of race, nationality, gender, or age.

Section 3.3. Annual dues shall be payable before the annual membership anniversary date. The annual membership anniversary date is the month and day of initial

membership. Members shall be allowed a 60-day grace period, such that a member shall not be dropped from membership if dues are paid by the end of the month following the annual membership anniversary date. If more than 60 days has elapsed after the annual membership anniversary date, a new anniversary date may be established. Members will be notified by email before their annual membership anniversary date. Any member owing the Council any unpaid fees or fines shall not be allowed to renew her/his membership until all such fees or fines are paid in full. The cost of annual dues shall be determined by the Executive Board and published in the newsletter at least one month before the change takes effect. Annual dues shall entitle members to advertise in the Newsletter according to established advertising policies.

Section 3.4. The newsletter shall be available to all members each month on the website without charge.

Section 3.5. A member will not sell or give away the membership roster. A member must not use the roster for personal gain. Membership in this Council is not transferable or assignable.

Section 3.6. Each member agrees, as a condition of membership, to release and waive any claim he or she has or may have against the Council, its officers, employees, committee members or agents arising out of or related to the member's participation in activities of the Council or arising out of any by the Council or its Executive Board to discipline or expel any member or officer.

ARTICLE IV Officers

Section 4.1. The elected officers of the Council shall be President, 1st Vice-President, 2nd Vice-President, 2nd Vice-President Elect, Recording Secretary and Treasurer.

Section 4.2. The appointed officers shall be Corresponding Secretary, Parliamentarian and such other officers as the Executive Board shall deem desirable. The President shall be solely responsible for said appointments.

Section 4.3. A Nominating Committee Chairperson shall be appointed by the President as early in the year as possible. The Chairperson shall form a committee, if possible, of up to five (5) members which shall present its report at the August meeting. The Nominating Committee shall provide a copy of its report, and a resume and photograph of at least one candidate for each office to the Newsletter Editor to be printed in the September newsletter. At the August meeting, further nominations may be made from the floor, provided the nominee is present or has given written consent to serve if elected.

The President, the 1st Vice-President (membership), the Treasurer, and the Secretary shall serve a term of one year. The 2nd Vice-President shall each serve a two-year

term, the first year as 2nd Vice-President Elect and the second year as 2nd Vice-President.

Section 4.4. Election of officers shall be by (in order of popularity during the pilot period)

- by electronic ballot provided by the Council
- printed ballots available at Quilt A Fair or
- printed ballot provided by the Council in the September Newsletter

Any of these methods may be used. No other ballots shall be used. Where more than one person is running for any office, care will be made to allow only one vote per member, even if multiple voting methods are approved.

Officers shall be elected by a majority of the votes cast and received by the Nominating Committee within the specified time. No other votes shall be considered. Ballots, after being counted, shall be sealed, and destroyed after 30 days.

The results of the election shall be announced

- at the October member meeting,
- in the first newsletter following the completion of the election and
- at the November Board meeting

Installation of newly elected officers will take place at the December meeting. The term of office of all officers shall commence on January 1 and end on December 31. All Board members elected or appointed shall be members in good standing of CQC.

Section 4.5. No member shall hold more than one elected office at a time.

Section 4.6. A vacancy in the office of President shall be filled by the 1st Vice-President (membership). A vacancy created in the office of the 1st Vice-President shall be filled by ballot election at the next regular meeting after notice has been given in the Newsletter. Any other vacancy on the Executive Board shall be filled by a ballot vote of the Executive Board. If there is only one nominee, a voice vote may be taken.

Section 4.7. Duties of Officers:

a. The President shall:

- (1) Preside at all Council and Executive Board meetings.
- (2) Be ex-officio member of all committees except the Nominating Committee.
- (3) Appoint the Corresponding Secretary, Parliamentarian, Standing Committees and Special Committees, as vacancies arise. Such appointments should be made in consultation with the Executive Board.
- (4) Be required to sign all contracts and be given access to bank accounts.
- (5) Sign checks in the absence of the Treasurer.

- (6) Prepare a written annual report and provide a copy to the Recording Secretary and Newsletter.
 - (7) Appoint at least 2 members and the CQC Treasurer to serve on the budget committee to prepare the Council's annual budget.
 - (8) Function as the presiding officer of the Budget Committee.
 - (9) Transfer records of the office to the successor as soon as possible, but no later than the January Board meeting.
 - (10) Perform such other duties as may be required or directed by the Executive Board.
- b. The 1st Vice-President (membership) shall:
- (1) Preside in the absence of, or at the request of, the President.
 - (2) Be Chairperson of the Membership Committee.
 - (3) Prepare a written annual report and provide a copy to the President, Recording Secretary and Newsletter.
 - (4) Produce an annual roster and maintain the membership list monthly.
 - (5) Transfer records of the office to the successor as soon as possible but no later than the January Board meeting.
 - (6) Perform such other duties as may be required or directed by the Executive Board.
- c. The 2nd Vice-President (programs) shall:
- (1) Be Chairperson of the Program Committee.
 - (2) Prepare a written annual report and provide a copy to the President, Recording Secretary and Newsletter.
 - (3) Transfer records of the office to the successor as soon as possible but no later than the January Board meeting
 - (4) Perform such other duties as may be required or directed by the Executive Board.
- d. The 2nd Vice-President Elect (programs) shall:
- (1) Assist the 2nd Vice President in their duties as Program Committee chairperson.
 - (2) Prepare a written annual report and provide a copy to the President and Newsletter.
 - (3) Transfer records of the office to the successor as soon as possible but no later than the January Board meeting.
 - (4) Perform such other duties as may be required or directed by the Executive Board.
- e. The Recording Secretary shall:
- (1) Record the proceedings of all meetings of the Council and Executive Board.
 - (2) Send copies of the minutes to the President, 1st Vice President and Newsletter Editor within 3 days of each meeting.

- (3) Prepare a written annual report and provide a copy to the President and Newsletter.
- (4) Transfer records of the office to the successor as soon as possible, but no later than the January Board meeting. The original minutes of the annual meeting shall be mailed/emailed to the incoming Recording Secretary and copies sent to the incoming President, 1st Vice President and Newsletter Editor within seven (7) days after the annual meeting.
- (5) Perform such other duties as may be required or directed by the Executive Board.

f. The Treasurer shall:

- (1) Receive funds, deposit them in the bank, and keep accurate financial records.
- (2) Make disbursements as authorized by the Council. No disbursements shall be honored without validated receipts.
- (3) Sign checks for authorized disbursements and process credit card charges.
- (4) At the end of each month, give the Council Bookkeeper all check/request forms, deposit slips and copies of the check register for the month. (Council Bookkeeper will prepare the monthly financial statement, reconcile the bank statements to the accounting records and return all records to the Treasurer for safe keeping).
- (5) If online banking is used, print the monthly bank statement, and reconcile it to the accounting records. If online banking is not used, obtain the monthly bank statement from the Bookkeeper, and reconcile it to the check register.
- (6) Be present at Quilt-A-Fair.
- (7) Obtain bank forms for the successor and complete them by the January Board Meeting. Accompany any new officers to the bank to change authorized signatories for all accounts.
- (8) Work with the Council President and Bookkeeper to review and finalize the budgets submitted by the Committee Chairpersons.
- (9) Prepare and present a Treasurer's report at each meeting. Submit a Treasurer's report to the Newsletter Editor every month by the newsletter deadline. Work with the Council Bookkeeper to create this report from the accounting records.
- (10) Prepare quarterly and year-to-date revenue and expense reports by committee and by line item for distribution at the Board Meeting.
- (11) If there is not a separate Games Manager, obtain annual raffle license and attend appropriate training, submit all necessary reports to the proper authorities, provide a copy to Games Manager, work with Bookkeeper to get quarterly raffle reports filed with the Secretary of State.
- (12) Obtain and/or renew the Council's sales tax license and file all applicable reports.
- (13) Provide sales tax rates to all committees that sell items (Retreats, Quilt-A-Fair, etc.) and to the Council's Bookkeeper.
- (14) Work with the Council Bookkeeper to submit the accounting records and financial statements for audit if requested by Council.

- (15) Work with the Council Bookkeeper to deliver the books and annual financial statements to the Council's tax accountant for preparation of forms 990 and 990T (Tax Returns for Organizations Exempt from Income Tax) any other required federal and state income tax forms around February 15th.
- (16) Complete the online filing of the Council's Annual Report with the Colorado Secretary of State by the deadline.
- (17) Ensure the Council's trade names, and logo registrations are up to date with the Colorado Secretary of State.
- (18) Work with Events Coordinator/Hospitality as appropriate and the Council's insurance agent to obtain certificate of insurance forms, as necessary.
- (21) Perform such other duties as may be required or directed by the Executive Board.

Section 4.8. Removal from office may be for cause or when the best interest of the Council will be served thereby. Appointed officers may be removed by a majority vote of the Executive Board. Elected Officers may be removed from office in the same manner as elected. Removal of an officer from an elected office shall also constitute removal of such officer from the Executive Board.

ARTICLE V Meetings

Section 5.1 The regular meetings of the Council membership shall be held on the fourth Saturday of each month, at the time and place published in the Newsletter, except May, September and November/December, which meetings shall be held on such dates as announced in the Newsletter. Regular meeting days may be changed by two-thirds (2/3rds) vote of the members present at a previous meeting.

Section 5.2 The regular meeting in December shall be known as the Annual Meeting, at which time the installation of the newly elected officers shall be held and the annual reports of the officers and Committee Chairpersons shall be available.

Section 5.3 Special meetings

1. Special meetings of the Board may be called by the President or by any two elected Board members. The person or persons calling the special meeting will designate the time and place for the meeting. A meeting on Zoom or other online streaming tool is acceptable. At least one week of advance notice of the meeting will be provided, except in an emergency.
2. Special meetings of the membership may be called by the President in consultation with the Executive Board. Notification to the members shall be at least 30 days in advance.

Section 5.4

A Quorum of the membership shall consist of thirty (30) members. If a quorum is not present at any meeting of the members, no business may be conducted. Any of the following qualify as "Present" for a quorum of members

- In person
- On Zoom or other online streaming tool
- By phone

When a quorum is not present, a recess may be called and additional members may be contacted to enter the meeting in person, by Zoom or other online streaming tool, or by phone. If a quorum is still not met, the business meeting should be cancelled until the next scheduled meeting date. When a guest speaker presentation is scheduled, it is not considered part of the business meeting and may proceed.

ARTICLE VI The Board of Directors, also known as the Executive Board

Section 6.1 The elected officers and the Immediate Past President shall constitute the Executive Board. The Parliamentarian, the Corresponding Secretary, and the Committee Chairpersons (or a designated representative) shall attend in an advisory capacity.

Section 6.2 The Executive Board shall transact such business as may be necessary between regular membership meetings, subject to ratification of the budget by the Council members. The Executive Board shall select an individual versed in accounting methods to audit the financial records, as necessary. The Executive Board shall provide services to the Council and its members and perform such other duties as specified in the Bylaws and outlined in the Guidelines.

Section 6.3 The Executive Board shall meet once a month. Notice and minutes of each meeting of the Executive Board shall be published in the Newsletter. The notice of all meetings shall state the place, date, and time thereof, but need not state the purpose or purposes.

Section 6.4 A quorum of the Board is defined as a majority of the Executive Board members.

Section 6.5 The Council shall purchase and maintain comprehensive general liability insurance, personal injury insurance and premises medical payment insurance, on behalf of the Colorado Quilting Council.

ARTICLE VII Committees

The Standing Committees and their responsibilities shall be set forth in the Official Guidelines of the Colorado Quilting Council.

ARTICLE VIII Official Emblem

The official emblem of the Colorado Quilting Council, Inc. is registered with the State of Colorado and may not be used without the written approval of the Executive Board.

ARTICLE IX Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases not specified in the Bylaws or the Standing Rules. In the event of a conflict between Robert's Rules and the Bylaws, these Bylaws shall prevail.

ARTICLE X Amendment of Bylaws

Amendments or replacement. These Bylaws may be amended or replaced by new Bylaws. Changes must be adopted by a two thirds (2/3rds) vote of the members at a meeting where a quorum is present, provided the amendment(s) has been read at a previous meeting and published in one issue of the Newsletter, prior to a vote of the Membership.

ARTICLE XI Dissolution

The laws of the State of Colorado shall prevail.

Revised February 2026