

**BYLAWS
of
Abilene Quilters Guild**

a Texas Unincorporated Nonprofit Association

ARTICLE I.

NAME AND PURPOSES

Section 1.01 Name: The name of the organization is Abilene Quilters Guild, hereinafter known as the Guild.

Section 1.02 Purpose: The Guild is organized for the following purpose(s):

- (a) The Guild is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (b) The Guild is dedicated to providing handmade quilted items and other donations to non-profit charities in the community.
- (c) The Guild is not organized for profit, and no part of the net earnings shall inure to the benefit of any member of the Board of Directors or any other individual except that this Association may make payments of reasonable compensation for services rendered.
- (d) The Guild shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Internal Revenue Code.
- (e) The Guild shall never be operated for the primary purpose of carrying on a trade or business for profit.
- (f) Notwithstanding any provision of these Bylaws, the Guild shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

ARTICLE II.

OFFICES

Section 2.01 Principal Place of Business: The principal place of business of the Guild is located in Abilene, Texas.

ARTICLE III.

AUTHORITY AND DUTIES OF OFFICERS

Section 3.01 Officers: The officers of the Guild shall consist of Elected Officers and Appointed Officers. Elected officers include the President, Vice President, Secretary, and Treasurer. Appointed officers include the Programs Chair, Communications Director, Projects Chair, Membership Chair, Parliamentarian, Quilt Show Chair, and Sunshine and Shadows (Care) Chair.

Section 3.02 Election of Officers; Terms of Office: The President, the Vice President, the Secretary, and the Treasurer shall serve 2-year terms, and shall be elected at the August Members' meeting. Elected officers will assume their duties in September. Nominees will include candidates proposed by the Nominating Committee and nominations from the floor whose consent has been obtained.

Section 3.03 Elected Officers: Elected officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by the Board.

- (a) President: The President shall preside over all regular and Board meetings, encourage and direct the members in activities of the Guild, appoint all committee chairs, appoint a parliamentarian, and serve as an ex-officio member of all committees. The outgoing President shall serve as an advisor to the successor President and Board of Directors for a period of one year.
- (b) Vice President: The Vice President shall preside over meetings in the absence of the President. The Vice President shall also serve as the chair of the nominating committee.
- (c) Secretary: The Secretary shall keep accurate records of all regular meetings and Board meetings and shall be responsible for all correspondence. The Secretary shall provide members with the minutes of all monthly meetings and be responsible to check the mail weekly.
- (d) Treasurer: The Treasurer shall collect and disburse all monies as approved by the membership, make all bank deposits, and provide members with an accurate financial statement each month. There will be an annual audit conducted by a committee appointed by the President.

Section 3.04 Appointed Officers: The following officers shall be appointed by the President and shall serve until they resign or a successor is appointed.

- (a) Programs Chair: The Programs Chair shall plan and procure programs, schedule classes, and contact and schedule guest speakers for Guild meetings. The Programs Chair may also appoint a committee to assist with any needs for a presentation or class.
- (b) Communications Director: The Communications Director shall keep a current written and pictorial history of the Guild, shall maintain a digital archival record of Guild activities and its membership, and send out the monthly newsletter. The Communications Director shall also be responsible for advertising, including news media and social media.
- (c) Projects Chair: The Projects Chair shall coordinate and implement all Guild Projects.
- (d) Membership Chair: The Membership Chair shall maintain the membership attendance, encourage attendance, and register all members and maintain the visitor list at each meeting. Duties include collecting membership dues and providing receipts and new member cards to each registered member, remitting monies to the Treasurer, maintain and keep a current membership roster, meeting attendance, and visitor list.
- (e) Parliamentarian: The Parliamentarian shall advise the President to ensure that all business is transacted according to Robert's Rules of Order, a copy of which is available via the internet.
- (f) Quilt Show Chair: The Quilt Show Chair shall secure and coordinate all committees and activities necessary to produce the annual, or bi-annual, Quilt Show.
- (g) Sunshine and Shadows (Care) Chair: The Sunshine and Shadows (Care) Chair shall send out cards to ill members.

Section 3.05 Resignation: Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 3.06 Removal: One or more officers may be removed by the Board at a meeting called for that purpose, with or without cause.

Section 3.07 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.01 Board of Directors: The Board of Directors shall consist of the Elected and Appointed Officers of the Guild and any other Committee Chairs. The Board of Directors shall have the authority to act for the Guild between regular meetings.

Section 4.02 Authority of Board of Directors: The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Guild by law, and shall oversee the Guild's operations.

Section 4.03 Meetings: Board of Directors shall hold monthly meetings at a time to be scheduled by the President.

Section 4.04 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Guild may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Guild.

ARTICLE V.

COMMITTEES

Section 5.01 Composition: The President shall have the authority to appoint Committee Chairs for all committees. The President also has the authority to appoint and disband any temporary committees as needed. The President will serve as an ex-officio member of all committees. The Program Chair and Quilt Show Chair shall appoint committee members as needed to assist in coordinating the Guild's projects.

Section 5.02 Quilt Show Committee: The Quilt Show Committee shall develop the Quilt Show budget and submit to the Board of Directors for approval before any expenses are incurred.

Section 5.03 Nominating Committee: The Nominating Committee shall be comprised of three members, the Vice President who serves as the Chair and two additional committee members who are appointed by the President at the April meeting. The Nominating Committee shall be responsible for identifying a slate of officer candidates at the July meeting.

ARTICLE VI.

MEMBERSHIP

Section 6.01 Membership shall be open to anyone as defined below. Members have the ability to vote, hold office, and participate in Abilene Quilters Guild activities. Anyone may attend the regular Abilene Quilters Guild meetings twice as a guest. If further attendance is desired than that person must pay annual dues to become an active member. The Abilene Quilters Guild meetings will be held on the second Monday of each month at 6:00pm at a location approved by the membership.

Section 6.02 Membership Categories: Members will fall under one of the following membership categories.

- (a) Regular Membership. Persons 18-79 years of age who are current in their dues.
- (b) Charter Membership. Persons who joined Abilene Quilters Guild prior to 1982. Membership dues for Charter members shall be waived.
- (c) Junior Membership. Persons who have joined Abilene Quilters Guild, are still enrolled in school up to graduation from high school, and have been sponsored by a current Abilene Quilters Guild member.
- (d) Honorary Membership. Any person 80 years of age or older who seeks membership. The Board of Directors has the authority to name other Honorary Members. Membership dues for Honorary members shall be waived.

Section 6.03 Dues: Members are considered in good standing upon payment of dues.

- (a) Dues shall be determined by the Board and approved by the general membership at the September meeting. Annual dues are payable on or before the October meeting.
- (b) Charter and Honorary members shall have their dues waived and shall be considered members in good standing.

ARTICLE VII.

CONFLICT OF INTEREST POLICY

Section 7.01 Purpose: The purpose of the conflict of interest policy is to protect the Guild's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Associations.

Section 7.02 Definitions:

"Interested Person": Any Board of Director member who has a direct or indirect financial interest, as defined below, is an interested person.

"Financial Interest": A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Guild has a transaction or arrangement;
- (b) A compensation arrangement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement; or

- (c) Is considering an ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Guild is negotiating a transaction or arrangement.

"Compensation": Direct and indirect remuneration, including gifts or favors that are not insubstantial.

"Conflict of Interest": A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust. A "Conflict of interest" includes situations in which the employee, family member, or board member has a financial interest in the business or individual selected for the contract. A financial interest is not necessarily a conflict of interest. Under Section 8.03 (b), a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

Section 7.03 Procedures:

- (a) *Duty to Disclose*: If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or Committee considering the proposed transaction or arrangement.
- (b) *Determining Whether a Conflict of Interest Exists*: After disclosure of the financial interest, whether direct or indirect, disclosure of all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board and Committee members shall decide if a conflict of interest exists.
- (c) *Procedures for Addressing the Conflict of Interest*:
 - (i) An interested person may make a presentation at the Board of Directors meeting, but after the presentation he or she shall leave the meeting during the discussion and vote on the transaction or arrangement involving the possible conflict of interest.
 - (ii) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the Board of Directors shall determine whether the Guild can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Guild's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) *Violations of the Conflicts of Interest Policy:*
 - (i) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7.04 Records of Proceedings: The minutes of the Board and all committees with Board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VIII.

FINANCIAL ADMINISTRATION

Section 8.01 Fiscal Year: The fiscal year of the Guild shall be June 1 to May 31 but may be changed by resolution of the Board.

Section 8.02 Loans to Management: The Guild will make no loans to any of its Directors or Officers.

Section 8.03 Checks, Drafts, and Contracts: The Board of Directors shall determine who shall be authorized to sign checks, drafts, or other orders for payment of money; to sign

acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments on the Guild's behalf.

- (a) *Checks*: All checks drawn on the funds of the Guild must have one signatory who must be a member of the Board of Directors.
- (b) *Approval of Contracts*: The Board of Directors shall approve any contract that creates a financial obligation on behalf of the Guild in advance of acceptance of the contract.

Section 8.04 Reimbursement: Requests for reimbursement by any member of the Board of Directors, officer or agent must be submitted within 6 months of the date the expense is incurred. The request for reimbursement must be accompanied by receipts and any other supporting documents matching the amount requested for reimbursement.

Section 8.05 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year. Financial statements should include: (i) significant categories of contributions and other income; (ii) expenses reported in categories corresponding to the description of major programs and activities contained in the Guild's annual report, solicitations and other informational materials; (iii) a detailed schedule of expenses by natural classification (e.g., salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity; (iv) accurate presentation of all fund-raising and administrative costs; and (v) total costs and the basis for allocating any fund-raising or other expenses associated with multi-purpose activities (e.g., fund raising combined with social advocacy or public education campaigns).

Section 8.06 Audit: The Board of Directors may authorize an audit of the Guild.

Section 8.07 Procurement Policy: The policies and procedures below will be followed when equipment, materials, supplies, property, or services are purchased.

- (a) *Conflict of Interest*: All directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services must comply with the Conflict of Interest Policy set forth in Article VIII of these Bylaws. No director, employee, or agent will participate in the selection or acceptance of a contract involving a conflict of interest without the approval of the board.
- (b) *Purchase of Items for Personal Use*: Directors, employees, or agents who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services shall not use such items for personal use.
- (c) *Receipt of Gratuities*: Directors, employees, or agents of Abilene Quilters Guild shall not solicit or accept gratuities, favors, or anything of value from contractors, potential contractors, or parties to agreements with the nonprofit.

- (d) *Purchase of Items Not Approved in the Budget:* Directors, employees, or agents shall not solicit or accept any equipment, materials, supplies, or services that have not been approved by the Board of Directors in the annual budget without prior approval of the Board.
- (e) *Cost Analysis:* The nonprofit shall conduct a cost analysis and document the analysis in the procurement files in conjunction with every purchase. The procurement file should include a justification for the lack of competition if competitive bids or offers are not obtained.
- (f) *Contract with Winning Bidder:* If a contract is competitively bid, the Guild will enter into a contract with the winning bidder that specifies the equipment, materials, supplies, property, or services to be purchased and the payment terms.
- (g) *Acquisition Procedure:* Abilene Quilters Guild will conduct all procurement transaction in a manner that maximizes opportunities, increases quality, and reduces the cost of purchase. Abilene Quilters Guild reserves the right to reject any bids or offers if deemed to be in its best interest.
- (h) *Purchases:* The Board of Directors must approve all purchases in excess of \$100 made on behalf of the nonprofit.
- (i) *Property and Inventory Policy:* When purchasing property (both real estate and equipment), the title must be in the name of Abilene Quilters Guild. All property purchased belongs to Abilene Quilters Guild and title vests with Abilene Quilters Guild. A list of all property owned by the nonprofit shall be kept showing the type of property, identification number, original cost, and depreciated value.
- (j) *Whistleblower Policy:* The Guild will not retaliate against an individual who discloses or threatens to disclose to a supervisor, board member or a public body, any activity, policy, or practice of the Guild that the employee reasonably believes is in violation of a law, or a rule or regulation mandated pursuant to law, or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

ARTICLE IX.

RECORDS

Section 9.01 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee meetings reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken.

Section 9.02 Public Disclosure: After receiving IRS recognition of its 501(c)(3) status, the Guild shall keep available for public inspection at its principal place of business and any

branch office copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Guild shall either:

- (i) make such materials widely available to the public, such as by posting on the Internet; or
- (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Guild is the target of a campaign of harassment.

Section 9.03 Record Retention and Destruction Policy:

- (a) *Scope:* All employees, directors and officers of the Guild must comply with the document retention requirements within this record retention policy.
- (b) *Purpose:* Association records include essentially all records produced by the Guild and its directors, officers and agents, whether paper or electronic. Records include but are not limited to items such as memoranda, emails, contracts, computerized desk calendars and appointment books and expense records. This policy is meant to establish the requirements for document destruction and end the accidental or innocent destruction of necessary documents.
- (c) *Inspection of Books and Records:* All books and records of this Association may be inspected by any Director for any purpose at any reasonable time on written demand.
- (d) *Policy:* Specific documents, identified below, are subject to a retention schedule and should not be destroyed until the expiration of the schedule.
 - (i) Financial Records
Financial records, including bank statements, invoices and payroll records, expense reports, proof of deductions, and other documents should be maintained for at least 7 years from the date of filing the applicable tax return. Year-end financial statements, audit reports and 990 forms should be maintained permanently and should be available for public inspection upon request.
 - (ii) Association Records
Association documents, including certificate of formation, bylaws, and related documents should be kept permanently in the Guild records. Meeting minutes and related documents should also be retained in perpetuity in the Guild record book. Tax-exemption documents, including application for tax exemption (IRS Form 1023), IRS determination letter, and any related

documents should be kept permanently in the Guild record book and should be available for public inspection upon request.

(iii) Legal Files

Legal documents should generally be maintained for a period of 10 years.

(iv) Legal Agreements & Contracts

Finally, executed copies of legal agreements and contracts, such as mortgages and leases, should be maintained for three years after their expiration. Publicly filed contracts should be maintained longer.

(v) Electronic Mail

E-mail that needs to be saved should be either:

- a. Printed in hard copy and kept in the appropriate file; or
- b. Downloaded to a computer file and kept electronically or on disk as a separate file.

ARTICLE X.

AMENDMENTS

Section 10.01 Amendments: The Bylaws may be amended at any time by a majority vote of the members present at any regular meeting. Proposed amendments shall be provided to members at least one month prior to voting on the changes.

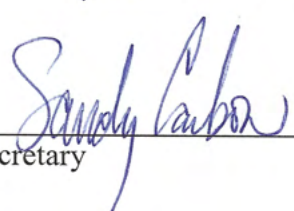
ARTICLE XI.

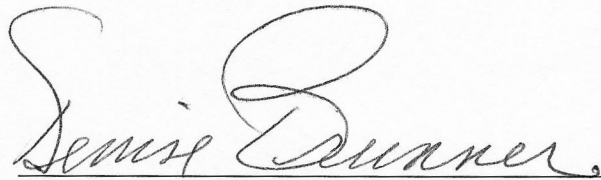
DISBANDMENT

Section 11.01 Disbandment: The Guild may be disbanded at any time by a majority vote of the members present at any regular meeting. Should the Guild disband, any monies remaining after the payment of any outstanding expenses shall be donated to another 501(c)(3) organization to be decided by the members present at the final meeting.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Abilene Quilters Guild at its meeting held on this day of 2/13, 2025.


Secretary


President