

Bylaws of the Metro Atlanta Contemporary Quilters

ARTICLE I: Name, Purpose and Related Matters

1.1 Name

The name of the corporation set forth in the Articles of Incorporation will be the Metro Atlanta Contemporary Quilters, Inc. also referred to as “MACQ”.

1.2 Mission and Purpose

1.2.1 Mission

To provide an encouraging, supportive and fun community for quilters of all traditions; ethnic, racial, and national backgrounds; economic means; sexual identities; and all levels of experience with a focus on exploring contemporary quilting.

1.2.2 Purpose

MACQ’s purpose is to develop and promote an interest in the art of quilting; provide educational opportunities through classes, programs and workshops; and foster a supportive community of quilters.

1.3 Registered Agent and Office

MACQ will maintain a permanent mailing address in the state of Georgia and a registered agent with a mailing address in the state of Georgia.

1.4 Powers

The powers of MACQ and of its directors, officers and committees are subject to the provisions of the Articles of Incorporation and these Bylaws. At no time will MACQ, its directors, officers or committees act in a way that jeopardizes MACQ’s non-profit status (see Rules & Procedures document).

1.5 Fiscal Year

The fiscal year of MACQ begins on January 1 and ends on December 31 of each year. The Board of Directors is authorized to change the fiscal year.

1.6 Robert’s Rules of Order

All general meetings and Board of Directors meetings will be conducted in accordance with Robert’s Rules of Order, unless otherwise prescribed in these Bylaws. These Bylaws shall be

the highest governing document of MACQ, along with the Rules & Procedures document, followed by Robert's Rules of Order.

1.7 Terminology

In the interest of brevity and with no gender bias implied or intended in these Bylaws, members of MACQ will be referred to as “they”, “their”, and “theirs” whether referring to “members” in the plural or a “member” in the singular.

ARTICLE II: Members

2.1 Membership

Membership will be granted to any person interested in quilt making upon completion of a membership application and payment of dues. Those who attend meetings as unpaid members are considered Guests (see Rules & Procedures document). Paid Members of MACQ will receive benefits as outlined in the Rules & Procedures document.

2.2 Dues

The amount of annual dues will be set by the Board of Directors. The Board of Directors may also establish lower dues for new membership applications submitted on or after the day of the July meeting. If a new member withdraws from MACQ during the year, dues will not be prorated or refunded. Dues must be received by the January MACQ meeting in order ensure a continuous membership and avoid non-member fees. At the discretion of the Board of Directors, and on a case by case basis, payment arrangements may be made for individuals otherwise unable to pay dues in full.

2.3 Fees

Fees may be charged for special classes, presentations and/or events as established by the Board of Directors. Fees will be collected by the Treasurer, identified and held in MACQ's financial accounts. The Treasurer shall account for all fees collected in the monthly Treasurer's report. Fees may be refundable as determined in advance of the event, class or presentation in the event of cancellation or reasonable change of circumstances.

2.4 Meetings

MACQ will hold at least four (4) general meetings each year in the metro Atlanta area. The date, time and location will be published on the MACQ website, in the MACQ newsletter, via email and various forms of social media. General meetings will be open to Guests as outlined in the Rules & Procedures.

2.5 Annual Meeting

The June general meeting will be the Annual Meeting of MACQ each year.

2.6 Quorum and Voting

The Board of Directors will decide on a quorum prior to each general meeting for the purpose of transacting business. The affirmative vote of a majority of the quorum at any general meeting will be the act of the Members, except as might be otherwise specifically provided by a statute, the Articles of Incorporation or these Bylaws.

2.7 Member Information

The Membership Roster is for use by members only and is not for distribution to non-members, for sale, or for commercial use. Member information in any of MACQ's publications is for MACQ purposes only. Every effort will be made to protect the privacy of each Member and Guest. Mass emails shall not show the email address of Members or Guests. Any individual wishing to have their name removed from MACQ's distribution list may do so by submitting an email request to MACQ's email address.

2.8 Removal of a General Member

Membership may be revoked if any member acts in a way that jeopardizes MACQ's non-profit status (see Rules & Procedures document). Members must adhere to guidelines and policies set forth by event venues and store owners.

Failure to act according to these guidelines may result in reprimand (see Rules & Procedures document). Any activity that is blatantly criminal will result in automatic removal from MACQ, and may result in charges and/or legal action.

ARTICLE III: Officers

3.1 Officers

The officers of MACQ will be the President, Vice President, Secretary and Treasurer. Each officer must be a member in good standing of MACQ for their entire term. Board positions may be shared by two people. No one person may hold two different board positions at any one time. Candidates for office must have a clear understanding of MACQ's purpose. At least three (3) of the officers must be Georgia residents.

3.2 Ex-Officio Officers

The Immediate Past President (IPP) may provide assistance to the current President and Board of Directors and may assist in the transition of the incoming Board. The IPP is a non-voting member of the Board of Directors for the year immediately following the installation of the current President and serves as President of the Past Presidents Council. It is at the discretion

of the IPP whether they choose to serve in this role and is open only to duly elected Presidents who serve at least one full term in the role of President.

Upon request, the Past Presidents Council may act in an advisory role to the current President. All Past Presidents who were eligible to serve as an IPP, whether they served or not, are invited to sit on the council.

3.3 Nominating Committee

A Nominating Committee will be formed within 30 days after the start of the Fiscal Year and will consist of three (3) or five (5) general members who do not wish to be considered for a Board position. The Nominating Committee Chairperson must have completed at least one (1) year of membership in good standing (see Standing Committees and the Rules & Procedures). In the event that the Committee is not filled with the appropriate number of Members, standing Board Members will fill in, starting with any Board Members not seeking office in the upcoming election, followed by the Vice President, then the Treasurer, then the Secretary until there are no fewer than three (3) Committee Members.

3.4 Election of Officers

Officers will be elected by the membership at the Annual Meeting (see Rules & Procedures).

3.5 Installation of Officers

Officers will be installed immediately following the election. Each officer will serve for a term of one (1) year, beginning immediately after the election or until their successor is duly elected, unless they are removed from office, resigns from the office or otherwise fails or ceases to serve. No officer will serve more than two (2) consecutive terms in the same office, unless the Board and general membership vote and agree for special reasons (for example, no other person is interested or willing to commit to the office). All books, papers and information will be delivered to the successor by the outgoing officer prior to the next general meeting.

3.6 Resignation and Removal of Officers and Filling of Vacancies

An officer may resign at any time by delivering notice to the President or Secretary and such resignation will be effective when the notice is delivered unless it specifies a later effective date. Any action that jeopardizes MACQ's non-profit status can be cause for removal. A majority vote taken by the Board of Directors plus the previous election cycle's Nominating Committee Chair will remove the Board Member. However, the Board of Directors may remove any officer at any time with or without cause in the case of any criminal activity and reserve the right to consider charges and/or other legal action. Any vacancy in office resulting from any cause will be filled by appointment by the Board of Directors unless otherwise noted in the bylaws, and that office shall be held until the next Annual Meeting and election.

3.7 Powers and Duties

Each officer has the authority to and will perform the duties set forth below and as further described in greater detail in the Rules & Procedures document:

A. *President:*

Subject to the rights and powers of the Board of Directors, the President will promote the purpose of MACQ, manage MACQ's business affairs, administer MACQ policies, maintain MACQ's non-profit status, and facilitate MACQ's General, Board and Executive meetings.

B. *Vice President:*

The Vice President will promote the purpose of MACQ, perform the duties of the President in their absence, assist the President in managing MACQ's business affairs and policies, and oversee the bylaws and Rules & Procedures. The Vice President will also manage speakers for general meetings and other events including workshops and social activities.

C. *Secretary:*

The Secretary will promote the purpose of MACQ, attend all General, Board and Executive meetings and record official minutes, maintain an official meeting minutes archive, give an overview of the previous meeting's minutes at each meeting, maintain a master calendar of all MACQ business and events, and give required notice of all meetings.

D. *Treasurer:*

The Treasurer will promote the purpose of MACQ, have care and custody of MACQ's funds, maintain accounts and pay all accounts owed by MACQ, collect and deposit moneys due or belonging to MACQ, keep accurate records of all receipts, maintain all financial documents relating to MACQ, prepare books for the Treasurer Review at the close of each fiscal year, maintain the membership database, record Member & Guest attendance at meetings, and present a Treasurer's report to MACQ at each meeting.

ARTICLE IV: Board of Directors

4.1 Members

The Board of Directors, also referred to as "the Board", will be comprised of the currently elected officers of MACQ. The Board may, from time to time, also invite other persons to attend Board meetings as guests.

4.2 Duties

In addition to the duties specified elsewhere in the Bylaws and the Rules & Procedures document, the Board will direct MACQ. The Board will have and may exercise all powers given by law to MACQ.

4.3 Meetings

The Board will meet at least four (4) times a year (quarterly) at the dates, times and places to be decided by the majority availability of the Board. Special meetings may be held if called by the President or any two (2) or more Board members. Notice of such meetings may be given orally

or electronically at least 14 calendar days before a regular meeting and five (5) calendar days before a special meeting need to be specified in the notice. The Board meetings are open to all MACQ members, however the Board reserves the right to hold closed executive sessions as they deem necessary.

4.4 Quorum

At all meetings of the Board, three (3) Directors in office immediately before the meeting begins will constitute a quorum for the transaction of business. If there is less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice other than an announcement of the meeting until a quorum can be present.

4.5 Voting

The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board, except as might be otherwise specifically provided by statute or by the Articles of Incorporation or these Bylaws.

4.6 Electronic Meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a physical meeting if all members of the Board are offered the chance to participate. The action must be evidenced by email consents describing the action taken, signed by each participating Director, and filed with the minutes of the proceedings of the Board in MACQ's corporate records.

ARTICLE V: Committees

5.1 Committees

Committees are created for the purpose of assisting the Board in carrying out activities and responsibilities in maintaining and growing MACQ. Committees can be suggested by any member, but only the Board of Directors can officially create or dissolve a committee. Any member in good standing can belong to one or multiple committees, so long as their membership is current and can fulfill tasks as needed.

5.2 Appointment of Chairpersons

The President, with the Board's approval, will appoint chairpersons for the committees described below, except for those committees chaired by an officer in accordance with the Bylaws. Chairpersons must be in good standing and current on their dues.

5.3 Chairperson Responsibilities

The Committee Chairperson is responsible for the general supervision of the committee and its membership. When requested by the President, the Committee Chairperson is responsible for providing a current report of all pertinent information regarding their committee, including sign-ups, due dates, progress, etc. If an ad hoc committee is needed for larger events or tasks, the Committee Chairperson is responsible for requesting the new committee.

5.4 Term

Committee chairpersons and committee members will serve one (1) year concurrently with the officers, beginning at the start of the July general meeting (with the exception of the Nominating Committee, which will form in April and run through the Annual Meeting in June).

5.5 Resignation and Removal of Committee Chairpersons

A committee chairperson, other than an officer, may resign at any time by giving notice to the President, and such resignation will be effective when the notice is delivered, unless a later date is specified. Any committee chairperson, other than an officer, may be removed by majority vote of the Board of Directors. The President may appoint chairpersons to fill any vacant committee chairmanship, regardless of cause, with agreement in the majority of the Board of Directors.

5.6 Meetings

Each committee may meet as needed and set its own rules for quorums and voting.

5.7 Committee Responsibilities

Each committee chairperson will keep note of the committee's responsibilities and update as necessary their committee job description, as committees may evolve and change. The responsibilities of each Committee is outlined in the Rules & Procedures document.

5.8 Financial Affairs

All committees handling money will maintain records of receipts and expenses and turn over all money received to the Treasurer. The Treasurer will be responsible for collecting money and depositing into MACQ funds. All committees will submit a proposed budget to the Treasurer for the next year following the schedule and requirements set by the Treasurer.

5.9 Ad Hoc Committees

The President, with the approval of the Board of Directors, may establish additional committees at any time during the year and for any duration of time. Once established, ad hoc committees will operate with the same responsibilities as standing committees.

5.10 Standing Committees

The sole committee that will establish each year is the nominating committee, as outlined in [Article 3 Section 3](#). The nominating committee shall be responsible for accepting and/or soliciting nominees for the Board; creating the slate of nominees; and presenting them to the current Board of Directors prior to the Annual Meeting in June. Once approved by the Board, the Nominating Coordinator will present the slate of nominees to the general membership for voting during the Annual Meeting in June. The Nominating Committee will also be responsible for all election logistics, including but not limited to ballots and counting votes.

Article VI: Execution of Documents

6.1 General

The Board of Directors will, by proper resolution, provide for the method of signing checks, notes, drafts, bills of exchange or other instruments for the payment of money, for the transfer and sale of property, for the endorsement and registration of securities, for the assumption of liabilities, for the voting of stock held in other corporations, and for the execution of all other legal documents.

6.2 Contracts

With the approval of the Board of Directors, the President, Vice President will have the power to make and execute contracts on behalf of MACQ, and to delegate such power to others.

6.3 Contracts for Programs and Teachers

The President and Vice President, with the approval of the Board of Directors, will have the power to make and execute contracts for speakers, teachers, and facilities, and to delegate such power to others.

6.4 Duration

All contracts executed under the powers granted in this section are binding on MACQ, and therefore, must be honored by future officers and committee chairpersons.

6.5 Conflicts of Interest

Whenever an officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

- A. The interest of such an officer is fully disclosed to the Board of Directors.
- B. No interested officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- C. Any transaction in which an officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
- D. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article VII: MACQ Funds

7.1 Bank Accounts

All MACQ funds not otherwise employed will be deposited to the credit of MACQ in a general or special account in a bank as the Board may from time to time select or as may be selected from time to time by any officer, officers, agent, or agents of MACQ to whom such power has been delegated by the Board for the purpose of such deposit. The Treasurer, President and Vice President may endorse, assign, and deliver any check, draft, or other order for the payment of monies which are payable to the order of MACQ.

7.2 Treasurer Review Committee

The President will appoint a three (3) person committee to review the Treasurer's books each year in February. The Committee will consist of at least one Board member (excluding the Treasurer) and at least one general member.

7.3 Budget Adoption

Each year the Treasurer will coordinate the adoption of a budget for the coming year.

- a. Each Committee Chair and Officer will submit an estimate of any expenses and income for the coming year according to the process and schedule set by the Treasurer and approved by the Board of Directors.
- b. The Treasurer will compile this information and present it to the Board of Directors for their review.
- c. Upon the approval of the Board of Directors, the proposed budget will be submitted to the members by inclusion in the newsletter immediately prior to the December Annual Meeting. The members will approve or disapprove and/or amend such budget at the Annual Meeting.

Article XIII: Corporate Seal

8.1 Corporate Seal

MACQ's corporate seal will be in such form as the Board of Directors may from time to time determine. The signature of MACQ, followed by the word "Seal" enclosed in parenthesis or scroll, will be deemed the seal of MACQ, if affixed by the Secretary or any other person or persons as may be designated by the Board of Directors.

Article IX: Indemnification and Insurance

9.1 Indemnification of Directors, Officers, Employees, Members and Volunteers

MACQ may purchase indemnity insurance and advance expenses to a Director or to any officer, employee, agent, member or volunteer who is not a Director to the extent permitted by the Articles of Incorporation, these Bylaws or any Bylaw.

9.2 Insurance

MACQ may purchase and maintain insurance, at its expense on behalf of an individual who is or was a director, officer, employee, agent or member or volunteer of MACQ, is or was serving at the request of MACQ as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee, benefit plan, or other enterprise, against liability asserted against or incurred by them in any such capacity or arising from their status as a director, officer, employee or agent whether or not MACQ would have power to indemnify them against the same liability under the Article.

Article X: Amendment

10.1 Amending these Bylaws

At the recommendation of the Board of Directors or Executive Committee, these Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the members present at any general meeting. The full text of the amendment(s) shall be made available to all members. The members may approve or reject any such amendment(s), may table such proposed amendment and refer the same back to the Bylaws Committee for further study. A subsequent vote must be taken within six (6) months of the tabling of a proposed amendment(s).

Article XI: Dissolution of MACQ

11.1 Dissolution

In the event that dissolution of MACQ appears desirable for any reason the reasons will be published in the newsletter/website and discussed at the next general meeting of MACQ. Approval by a majority of the members is required for dissolution. Members not in attendance at the meeting may file a proxy with the Secretary, showing their approval or rejection of the proposal to dissolve MACQ. Any assets remaining will be applied and distributed first to the final payment and discharge of any liability or obligation of MACQ. Any remaining assets will be distributed to a nonprofit quilting-related organization recommended by the Board, upon approval by a majority of the members in attendance at the general meeting considering such dissolution.

Bylaws Approved on September 3, 2022