

**Constitution and Bylaws of
Shoreline Connecticut Modern Quilt Guild**

Date Adopted: March 5, 2026

ARTICLE 1 – NAME, LOCATION AND PURPOSES

1.1 Name

The name of this guild is Shoreline Connecticut Modern Quilt Guild, also referred to as “The Shoreline CTMQG” or “The Guild”.

1.2 Location

The Shoreline Connecticut Modern Quilt Guild serves the shoreline region of Connecticut.

1.3 Purposes

The Guild is organized and will be operated exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Guild is additionally organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Guild.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Guild is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.

Within the scope of these purposes, the Guild is organized and operated to

- Develop and encourage the art of modern quilting.
- Work with other guilds and groups with a similar purpose.
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects.

- Offer educational opportunities through classes, workshops, and sharing of information.
- Support and provide the opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills.

The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.

1.4 Mission

Our mission is to support and encourage the growth and development of modern quilting through art, education, and community.

1.5 No Private Inurement

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this document.

ARTICLE 2 – MEMBERSHIP

2.1 Membership

- a. Personal membership in The Shoreline CTMQG is open to any person, regardless of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, who is interested in modern quilts and modern quilt making, and who agrees to the purpose of the Guild, submits the Guild membership form, pays dues, and agrees to uphold the Guild’s values.
- b. Members in good standing are eligible to participate in all meeting activities. These include swaps, bees, show and tell, sew-ins, etc.
- c. Members are entitled to the privilege of voting, holding office, or serving on committees. Each member receives one vote on each matter.

2.2 Revoking of Membership

- a. Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by the Board of Directors.
- b. Membership may be revoked for violating policies set by the hosting meeting space
- c. The board reserves the right to remove membership rights from any member who threatens other members, causes disruptions to meetings or is a behavior issue at any events sponsored by the Guild and/or on any digital or online platforms. In instances of verbal harassment or disruptive conduct during meetings, the Board of Directors may attempt conflict resolution but reserves the right to immediately revoke the membership of the disruptive member.
- d. Membership may be revoked by participating in activities that are criminal in any activity related to the Guild or its functions.

2.3 Dues

- a. Payment of dues is required for membership.
- b. The amount of dues shall be set annually by a majority decision of the Board of Directors.
- c. Dues must be received March 1, as set by the Board of Directors in order to remain a member of the Guild. After this date a member is considered delinquent and will be removed from the roster.
- d. Dues are not refundable.
- e. Guests are welcome to attend their first meeting free of charge; the second meeting for a \$10 meeting fee and on the third meeting are expected to become a full member and will be credited with the guest fee already paid.
- f. September and after, the fee will be reduced to 50% of the annual fee. If the first meeting is a special event there will be a fee depending on the agenda and presenter.

2.4 Meetings

- a. The Guild will hold a general meeting each month, except as decided upon by membership.
- b. The timing of the meeting will be determined by the Board.
- c. Additional meetings/events will be scheduled as appropriate. Other meetings will be announced by email.
- d. Any decisions made by the voting of the general membership shall be made by a majority of the members present at a regular or special meeting, when all members have been notified by email. No provision is made for absentee or proxy vote.
- e. Members receive free admission to Guild meetings as scheduled, except for special programs where extra costs must be defrayed. Additional programs and workshops are subject to admission charges to the membership and guests. Guests and non-members will be included at a higher rate where space allows.

ARTICLE 3 – BOARD OF DIRECTORS

3.1 Members

The Board of Directors shall consist of the Officers of The Guild. The Shoreline CT MQG may have a President, Vice-President, Secretary, Treasurer, Website and Social Media Coordinator, Program Directors, and Membership Coordinator. Other officers may be added as deemed necessary by the Board of Directors.

3.2 Number and Qualifications

The Board of Directors shall consist of at least three elected non-related officers. Officers must be members in good standing in the Guild.

3.3 Duties of Officers

- a. Officers will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Guild. Ordinary care is care that

ordinarily prudent persons in similar positions would exercise under similar circumstances.

- b. Officers will serve in a transition capacity in December of their election year and in January of the year after their year of service.
- c. Officers ending their years of service shall transition control of all Guild physical documents and online accounts on or before January 1 to their replacement officers.

3.4 General Powers

The Board of Directors will be responsible for managing the activities, property, and affairs of the Guild as directed by these Bylaws.

3.5 Nomination of Officers

Any member in good standing who has been active in the Guild for six months may be nominated. Members are allowed to self-nominate or nominate other members in good standing.

3.6 Election of Officers

Officers shall be elected by a majority vote of active members present at the November Guild meeting. Votes will be tallied by two members in good standing who are not in consideration for any board position. If a nominee is unopposed, they shall be elected without a vote.

3.7 Term of Office

Guild officers shall serve for a term of one year beginning in January. Officers may serve two consecutive terms in the same position, after which they may not hold that position for one year. They may, however, hold a different elected position, and there are no cumulative term limits across positions.

3.8 Removal and Resignation

An Officer may resign at any time. Any officer may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members, when all members have been notified via email.

3.9 Filling of Vacancies

In the case of vacated positions, the board may appoint a replacement. The partial year of service shall not be included in the two-year term limit. An election will take place at the following November Guild meeting.

3.10 Meetings of The Board of Directors

a. Meeting Frequency

The Board of Directors will meet at least 6 times a year on a schedule that is agreed upon by the members of the Board of Directors.

b. Place of Meeting

Board of Directors meetings will be held electronically over Zoom or a similar platform.

ARTICLE 4 – ELECTED OFFICER POSITIONS

4.1 President

The President shall:

- a. Be the Chief Executive Officer
- b. Preside at all general, special and board meetings.
- c. Be the official spokesperson for The Guild.
- d. Instruct the Secretary regarding the issuance of notices, minutes and general correspondence.
- e. Serve as an ex-officio member of all standing committees.
- f. Set the agenda for each board meeting of the Guild.
- g. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

4.2 Vice President

The Vice President shall:

- a. Serve as assistant to the President in all matters.
- b. Perform such duties as requested by the President.
- c. Conduct Guild meetings and/or board meetings in the absence of the President.
- d. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

4.3 Secretary

The Secretary shall:

- a. Take notes at Board and monthly meetings.
- b. Keep records of minutes of Board and General meetings
- c. Take care of general correspondence
- d. Conduct Guild meetings in the absence of the President and Vice-President
- e. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

4.4 Treasurer

The Treasurer shall:

- a. Have the care and custody of The Guild's funds
- b. Arrange payment of all bills
- c. At the close of each fiscal year, the Treasurer shall coordinate with the incoming Treasurer to prepare the books, close and file the appropriate returns with the IRS, State of Connecticut and Department of Justice in a timely fashion.
- d. Maintain the Guild's bank account, including preparing reports for monthly meetings and board meetings.
- e. Prepares budget for the board's approval.
- f. Maintains the liability insurance policy and provides insurance certificates as required.
- g. Files all required official paperwork and tax returns in a timely manner.

- h. Along with the other officers, actively participates in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

4.5 Program Directors

The Program Directors shall:

- a. Set the programs calendar for each meeting with the approval of the Officers
- b. Obtain curriculum for each meeting
- c. Communicate with other Coordinators to encourage a cohesive meeting agenda.
- d. Along with the other officers, actively participates in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

4.6 Membership Coordinator

The Membership Coordinator shall:

- a. Work with the Treasurer to collect membership forms and dues
- b. Update the MQG website as members are added or deleted
- c. Send a New Member letter to new members as they join
- d. Update the Guild Roster, and maintain emergency contact information.
- e. Along with the other officers, actively participates in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

4.7 Website and Social Media Coordinator

The Website and Social Media Coordinator shall:

- a. Establish and maintain the Shoreline CT MQG website. It will be an interactive site where members and potential members can access all pertinent information regarding the Guild.
- b. Prepare and maintain an active presence on Facebook, Instagram and any other social media that the Board chooses to include.
- c. Post upcoming events and pictures from meetings and Guild events.
- d. Along with the other officers, actively participates in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

ARTICLE 5 – COMMITTEES

5.1 Committee Creation and Dissolution

Committees are created to assist the Board of Directors in carrying out activities and responsibilities of the Guild. Committees can be suggested by any member and are created or dissolved by a majority vote of the Board of Directors.

5.2 Committee Members

All Guild members in good standing may join one or more committees, so long as they maintain their membership in the Guild and can fulfill all required tasks.

5.3 Committee Chairpersons

Committee Chairs are appointed by, responsible to, and accountable to the Board of Directors.

5.4 Committee Meetings

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

5.5 Financial Affairs

Committees must submit proposed financial expenditures to the Treasurer, and they must be approved by the Board of Directors.

ARTICLE 6 – OPERATIONS

6.1 Contracts

The Board of Directors may authorize any agent or agents of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

6.2 Records

The Guild will keep correct and complete records of accounts. The Guild will keep the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Guild.

ARTICLE 7 – GUILD FINANCES

7.1 Fiscal Year

The fiscal year is January 1st through December 31st.

7.2 Budget

The Board of Directors will approve a budget on a yearly basis.

7.3 Authorized Signers

The President, Vice President, and Treasurer shall be authorized to sign checks for the Guild and may be issued debit cards. Debit cards may also be issued to Program Directors.

7.4 Audit

The Board may request that financial records be audited by a committee consisting of two or more members appointed by the Board of Directors.

7.5 Treasurer's Report

The Treasurer shall prepare an annual report for the Board of Directors.

ARTICLE 8 – POWERS TO AMEND

The Board may propose an amendment to these Bylaws at any time. Amendments shall be made by majority vote of members at a regular or special meeting, when all members have been notified by email. Bylaws shall take effect immediately upon their adoption. Revisions, additions or deletions are to be effective upon the date so voted by the membership.

ARTICLE 9 – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event the Guild is dissolved, any and all properties owned by The Guild shall be disposed of, with all the monies being distributed to organization(s) which qualify as nonprofit under the laws of the State of Connecticut.

CERTIFICATION

The undersigned, being the duly elected and qualified Secretary of the Guild, hereby certify that the foregoing initial Bylaws of the Guild were duly adopted by the Board of Directors of the Guild effective **March 5, 2026**

Must be signed by the Secretary and two other elected non-related officers

Secretary Kuuido J. Fales

Holly Potvin

Kevin Mery