

# **Black Canyon Quilt Show, Inc.**

## **BY-LAWS**

### **ARTICLE I ORGANIZATION**

The name of the organization shall be Black Canyon Quilt Show, Inc.

### **ARTICLE II PURPOSE**

The purpose of the Black Canyon Quilt Show, Inc. is to promote the art of quilting through an annual quilt show and ongoing educational opportunities.

### **ARTICLE III MEMBERSHIP**

Membership in this organization shall be open to all members of participating guilds or by individual membership.

### **ARTICLE IV MEETINGS**

#### **A. ANNUAL MEETING**

- The annual membership meeting of this organization shall be held on the third Saturday of September.
- The Secretary shall notify members of the date, time and location of the Annual Meeting through Guild newsletters, and e-mail reminders.
- This meeting shall provide a summary of the recent quilt show, give members an opportunity to ask questions and meet board candidate volunteers. The meeting shall also serve as a means of obtaining additional Board candidates. Candidates may indicate positions they would be willing to hold on the Board at this meeting.
- A quorum for election of Board Members shall be 20% of the membership. Paper ballots will be available at the annual meeting. Voting for Board Members may be by electronic ballot if a quorum has not been met. Electronic ballots must be returned to newsletter editors within one week, or the date specified by the secretary. Ballots shall be tallied by the newsletter editors with results sent to the secretary by the specified date.
- For changes in the by-laws, 20% of the membership must return a completed paper ballot in favor of the recommended changes. An electronic ballot may be used if a quorum is not met.
- Election results shall be reported in Guild newsletters.

#### **B. BOARD MEETINGS**

- Board meetings shall be held monthly on a day determined by the board. Regular attendance by Board members at meetings is essential.
- A quorum, for the purpose of all meetings, shall consist of 50% + 1 of the Board Members. The presence of a quorum shall be necessary to conduct the business of this organization.
- At any meeting, any question may be voted upon by secret ballot.

### **ARTICLE V ORDER OF BUSINESS**

1. Roll Call

2. Reading of the Minutes of the preceding meeting
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Adjournment

#### **ARTICLE VI BOARD OF DIRECTORS**

- The business of this organization shall be managed by a Board of Directors elected each year at the Annual Meeting. There shall be no fewer than 19 or more than 25 members, including the officers. Any Black Canyon Quilt Show member may run for a board position.
- An Executive Officer position may be held by one person for no more than 4 consecutive years.
- Additionally, other members of this Board may consist of a volunteer representative from each guild. Guild representatives shall be liaisons between individual Guilds and the Board, providing communication and delivering materials as needed. Guild representatives are voting members of the Board of Directors.
- The Board of Directors shall control and manage the affairs and business of this organization. The Board of Directors shall only act in the name of the organization when it is regularly convened by the chairperson after due notice to all the directors. Fifty percent + 1 of the members of the Board of Directors shall constitute a quorum. The meetings of the Board of Directors shall be held monthly, or as needed. Regular attendance is important.
- The Board of Directors shall select from their members the executive officers and committee chairs.
- Each director shall have one vote and such voting may not be done by proxy.
- The Board of Directors may make such rules and regulations covering its meetings as it determines necessary.
- The current Board of Directors shall approve the pattern for the next year's raffle quilt.
- In the event a member of the Board of Directors resigns, that member shall notify the remaining Board members in writing. Should the office of president become vacant, the vice-president shall finish the term of office. Should any other office or position become vacant, the Board of Directors may appoint a replacement.

#### **ARTICLE VII EXECUTIVE OFFICERS**

The executive officers of the organization shall be as follows: President Vice-President  
Secretary Treasurer

#### **DUTIES OF EXECUTIVE OFFICERS:**

##### **PRESIDENT**

- The President shall preside at all meetings and shall oversee the annual quilt show.
- At each annual meeting, s/he shall present a summary report of the year's activity.
- S/he shall oversee all committees, temporary or permanent.
- S/he shall see all books, reports and certificates required by law are properly kept or filed.

- S/he may be one of the officers who may sign the checks or drafts of the organization.
- S/he shall secure the Pavilion or Event Hall, be the liaison with the facility and sign the contract.
- S/he shall review with the treasurer end-of-year statements and assist with the budget for the following year.
- S/he shall appoint an Audit Committee, comprised of representatives from each guild. The annual audit shall be completed after the close of the September 30th fiscal year, and after arrival of the September bank statement.
- S/he shall be responsible for new signature cards at the bank following the Annual Meeting. Signatures of all officers shall be on file.
- S/he shall appoint a bylaw review committee as needed.
- S/he shall oversee or appoint a representative to make announcements during the quilt show.
- S/he shall be one of the officers to take the online or in person raffle manager training. The in person class is preferred.
- S/he shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

#### **VICE PRESIDENT**

- The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting president of the organization with all the rights, privileges and powers as if s/he had been the duly elected president.
- S/he may be one of the officers who may sign the checks or drafts of the organization.
- S/he shall be one of the officers to take the online or in person raffle manager training. The in person class is preferred.
- S/he shall be responsible for coordinating the next year's Raffle Quilt, with a pattern approved by the board. Construction shall begin no later than January with the top being ready for a quilter by September.

#### **SECRETARY**

- The Secretary shall be the official custodian of the records of this organization and shall keep the minutes and records in appropriate books, as well as a membership roster and meeting attendance records.
- S/he shall maintain copies of any forms, licenses or certificates filed with local, state, or federal agencies.
- S/he shall distribute current copies of the bylaws to Board Members annually.
- S/he shall send meeting notices to board members, including notice of the annual meeting. Annual meeting notices shall also be sent to participating guilds, and BCQS members.
- S/he may be one of the officers who may sign checks and drafts of the organization.
- S/he shall present to the Board of Directors and/or membership communication addressed to the Secretary
- S/he shall be a member of the Bylaws committee.

- S/he shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

## **TREASURER**

- The Treasurer shall have the care and custody of all moneys belonging to the organization, and shall be solely responsible for such moneys, excluding Charitable Fundraising Event funds.
- S/he may be one of the officers who may sign checks or drafts of the organization. No petty cash fund shall be established.
- S/he shall provide a written account of the finances of the organization for each meeting. A simple, itemized copy shall be included with the minutes of each meeting and shall be provided for each board member.
- S/he shall review with the President the annual financial report and assist with the proposed budget.
- S/he shall submit all financial records to the audit committee at the close of the September 30<sup>th</sup> fiscal year and be available to answer questions.
- S/he shall transfer records of office to successor as soon as possible, but no later than the October meeting.
- If online banking is used, s/he shall print and reconcile the monthly bank statement to accounting records.
- S/he shall exercise all duties incident to the office of Treasurer and shall be responsible for filing all financial forms and/or reports requested by any statute, federal or state, with the exception of the raffle requirements. (Reports to file include the IRS 990N between October 1 and March 15<sup>th</sup> and the Periodic Report with the Secretary of State on or before February 1<sup>st</sup>)
- S/he shall collect any necessary Montrose City and County sales tax from vendors.
- S/he shall bill Guilds for annual dues in September and request copies of current Guild rosters.
- S/he shall be one of the officers to take the online or in person raffle manager training. The in person class is preferred.

## **ARTICLE VIII SALARIES**

No officer or director shall be entitled to receive any salary or compensation.

## **ARTICLE IX COMMITTEES**

All committees of this organization shall be chaired from within the Board. A person may chair the same committee for an unlimited amount of time. Annual written reports shall be prepared for the president, historian, secretary and future chair. Committee chairs may recruit other Guild members to assist with committee work.

## **ARTICLE X PERMANENT COMMITTEES WITH PRIMARY DUTIES**

The following permanent committees shall be overseen by the President:

### **BOUTIQUE:**

- Shall be responsible for determining possible beneficiaries of Boutique money for Board approval.

- Shall be responsible for obtaining items for the Boutique, for pricing items, returning items to donors if requested, and for arranging the display area at the show.
- Shall be responsible for collecting money, for presentation of money to the designated charity, and for a picture and article in the newspaper.

#### **DATA ENTRY:**

- Shall be responsible for creating and printing the show brochure, processing entry forms, quilt information display cards and necessary reports for other officers/committees which can be generated from entry form information.

#### **EDUCATION:**

- Shall investigate and contact a variety of quality speakers and teachers for the quilt show with Board President's input and approval.
- Shall Obtain signed contracts for Show speakers and teachers. These contracts must be followed and all arrangements made pertaining to the contracts.
- Shall locate and reserve classroom and lecture locations.
- Shall coordinate with the Publicity chair on education-show flyers.
- Shall be the impetus behind attendance at events and classes.
- Shall maintain class lists and work with the Treasurer on all monies deposited for education events.

#### **HISTORICAL DOCUMENTATION:**

- Shall be responsible for taking photographs during the show and compiling a scrapbook. Included shall be photos of classes; special events; prize winning quilts with name, title and maker; as well as copies of articles and publicity fliers.
- Shall make photos available for publicity use.
- Shall provide current photographs and information for use by the Web master.

#### **HOSPITALITY:**

- Shall arrange lunch for those working on show set-up day.
- Shall Contact Nursing Homes in reference to attendance.
- Shall coordinate vendor lunch information with the Vendor chair.
- Shall arrange for and deliver prepaid lunches to Board Members and vendors during the show and for Judging Day workers.

#### **JUDGES:**

- Shall be responsible for contracting a minimum of two judges for the show, with at least one of them certified.
- S/he shall oversee preparation of award ribbons.
- Shall be responsible for updating the entry forms and judges record sheets.
- Shall be responsible for arranging judges accommodations and meals, utilizing budgeted money.
- Shall be responsible for placing ribbons on winning quilts.
- Shall distribute judging record sheets.

**PUBLICITY:**

- Shall compile news articles and press releases.
- Shall be responsible for placing all ads in the media—newspapers, magazines, T.V., radio. Ads shall contain the date, time, location and admission price.
- Shall provide the treasurer a written list of media outlets from whom to expect bills.
- Shall be responsible for obtaining and publishing all flyers, bookmarks, post cards, etc. and shall be responsible for their distribution.
- Shall be responsible for updating sandwich boards and banners and for their placement and pickup.

**RAFFLE/GAMES MANAGER:**

- This position shall be filled by 2 people, both with a current certification.
- Shall maintain current certification and provide the secretary a copy of the raffle license to be filed with organizational documents.
- Shall be responsible for filing all forms/ reports required by the State and provide copies for the Secretary and President. Copies of all communication, written or email, shall be provided for the Secretary and President to become part of the Show records.
- Shall be responsible for overseeing “Raffle Sales” sub committees of each guild.
- Shall submit to the Board of Directors a final “proof” for the raffle tickets prior to printing.
- Shall maintain records of all raffle tickets and be able to account for all tickets prior to the prize drawing.
- Shall provide to the Treasurer, records and money accounting for all tickets sold and unsold.
- Shall provide proof of licensure at events as required by law.
- Shall be present for the raffle drawing.

**VENDORS:**

- Shall be responsible for contacting vendors and for submitting a list of vendors for board approval.
- Working with the President, shall be responsible for making a set-up diagram for vendor placement at the show.
- Shall be responsible for collecting vendor fees, sponsorship fees, and for obtaining contracts and proof of liability insurance.
- Shall serve as a general vendor liaison.

**VOLUNTEERS**

- Shall be responsible for preparing signup sheets and for obtaining people to work at the quilt show and with the judges.
- Shall prepare a typed work schedule to be kept at the front table.

**WEB SITE:**

- Shall regularly update information as directed by the President.
- Shall add Guild newsletters, without personal or financial data, monthly.

## **ARTICLE XI DUES**

The dues of this organization for individual members shall be determined by the Board of Directors. Dues may also be paid through a participating guild. A participating guild is defined as any area guild that is invited to join the Black Canyon Quilt Show, Inc. and agrees to pay the group membership fee. The participating guild shall be assessed dues based on the total guild membership as of September 30th of each year as follows:

- Members < 25 - \$ 50.00
- Members 26-50 - \$ 75.00
- Members 51-75 \$100.00
- Members 76-100- \$150.00
- Members >100 - \$200.00

Dues will be payable no later than November 15th of each year, and shall be accompanied by a current Membership Roster which includes addresses, phone numbers and e-mail addresses.

## **Article XII Assets/Equipment**

No equipment used to facilitate the quilt show (trailer, racks, bases, and raffle drum, etc.) shall be loaned or rented for any reason. Disposal of such items shall occur only with Black Canyon Quilt Show Board approval.

## **ARTICLE XIII RAFFLE TICKETS**

Only Black Canyon Quilt Show Raffle Tickets may be sold at the Black Canyon Quilt Show.

## **ARTICLE XIV AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 20 % of the members.

## **ARTICLE XV DISSOLUTION**

Upon dissolution of the corporation, the Board of Directors shall, after making provision for payment of all liabilities of the corporation, dispose of any remaining assets by proportionate donation of assets to participating guilds.

## **Article XVI PARLIAMENTARY AUTHORITY**

ROBERT'S RULES OF ORDER, NEWLY REVISED shall be the guide for deciding all points of order and procedure when not in conflict with the Bylaws.

Revised with membership approval, September 18, 2021