

Constitution and Bylaws of Central Virginia Modern Quilt Guild Date Adopted 05/19/2026

ARTICLE 1 – NAME, LOCATION, AND PURPOSES

1.1 Name

The name of this guild is Central Virginia MODERN QUILT GUILD also referred to as “CVAMQG” and “the Guild.”

1.2 Location

Central Virginia

1.2a The Guild will maintain a P.O. Box mailing address within the Commonwealth of Virginia and a registered contact.

1.2b At the time of the adoption of these By-Laws, the Guild's mailing address is P.O. Box 5421 Glen Allen, VA 23058.

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 develop 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.

1.6 Powers

Members and Directors of The Guild are subject to these By-laws.

1.7 Annual Meeting

The January meeting of The Guild will be considered the Annual Meeting where the budget is presented and the President and Treasurer will deliver reports.

1.8 Privacy

Member information is for the purpose of The Guild business only and every effort will be made to protect the privacy of individual members. Personal information will never be offered for sale or otherwise to non-authorized parties.

1.9 Non-Discrimination

No person may be denied membership to The Guild or denied participation in any Guild events or activity because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital status, parental status, sexual orientation or physical, mental, emotional or learning disability.

ARTICLE 2 – MEMBERSHIP

2.1 Membership

1. Membership shall be open to any person 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.
2. Members in good standing are eligible to participate in all meeting activities. These include swaps, bees, show and tell, sew-ins, etc.
3. 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

1. Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by the Board of Directors.
2. Membership may be revoked for violating policies set by the hosting meeting space

3. 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.
4. Membership may be revoked by participating in activities that are criminal in any activity related to the Guild or its functions.

2.3 Dues

1. Payment of dues is required for membership.
2. The amount of dues shall be set annually by a majority decision of the Board of Directors.
3. Dues must be received by the due date set by the Board of Directors in order to remain a member of the Guild.
4. Dues are not refundable.
5. Prospective members may attend one free meeting. At the second meeting and thereafter, a nominal fee of \$5 will be charged until the visitor has become a member.

2.4 Meetings

The Guild will hold a monthly meeting. The timing of the meeting will be determined by the Executive Council. The time of the meeting will not change in a fiscal year unless special circumstances are determined by the Executive Council. Members may attend meetings free of charge.

2.5 VOTING

Each member in good standing receives ONE vote. Absentee voting is allowed. Members shall request an absentee ballot from the Nominating Committee Chair before the election and submit the ballot before the election. The Chair may issue and accept absentee ballots electronically.

2.6 REVOCATION

Membership may be revoked in cases of actions which threaten the non-profit status of The Guild. Membership may be revoked for violating policies set by the hosting meeting space or by participating in any activity related to The Guild which is criminal.

ARTICLE 3 – BOARD OF DIRECTORS

3.1 Board of Directors

The Board of Directors shall consist of the Officers of The Guild.

3.1a The Board of Directors shall consist of: [President, Vice Presidents, Treasurer, Secretary, with other positions as decided by the guild](#)

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

Each officer must be a member in good standing for the entire term. Candidates must understand and adhere to The Guild's purpose and have been an active member for one full year to be considered, except for the first year of elections. Officers must attend 75% of the general and Executive Council meetings.

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. Officers, except for the President, will be responsible for one or more committees, to be determined by The Board.

3.5 Nominating Committee

A Nominating Committee will be formed 60 days prior to elections and will consist of 3-5 members who do not wish to be considered for any officer position. Standing Executive Council members may wish to join the Nominating Committee.

3.5a 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 will be elected to a one-year (1) term by majority of the members present. Absentee voting is allowed (See Article 2.4). Voting is by paper ballot

and will be tallied by two (2) members in good standing who are not in consideration for an officer position. Elections will be held in December.

3.7 Term of Office

Officers will be installed immediately following election for the term of one (1) year unless they resign or are removed from office or membership. All books and papers regarding The Guild will be delivered to the new officers within two (2) weeks of election.

3.8 Removal and Resignation

- a. An Officer may resign at any time.
- b. 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
or
Any elected officer may be removed, with or without cause by a 2/3 vote of the other officers, when all officers have been notified at least 1 week prior to such a vote.

3.9 Filling of Vacancies

An Officer may resign at any time. Any Officer position, with exception of the President, can be appointed by the Executive Council. The Vice-President will fill in for the President until Elections can be held.

3.10 Meetings of The Board of Directors

1. 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.
2. Place of Meeting
Board of Directors meetings will be held electronically over Zoom or a similar platform.

Article 4: Executive Council

4.1 MEMBERS The Executive Council shall consist of the Officers of The Guild and all Committee Chairs.

4.2 POWERS As directed by these By-Laws, the Executive Council will be responsible for managing the business and affairs of The Guild.

4.3 MEETINGS The Executive Council shall meet quarterly and as needed to conduct the business of The Guild. The Executive Council may hold virtual meetings at the discretion of the Executive Council. Members may attend Executive Council meetings virtually at their discretion.

4.4 QUORUM At meetings of the Executive Council, 50% of the members must be present to constitute a quorum. If quorum is not met, the meeting may be immediately adjourned and rescheduled.

4.5. VOTING A majority of the Executive Council members present where Quorum is met will constitute an affirmative vote.

4.6 ELECTRONIC MEETING Executive Council members are allowed to electronically attend meetings.

ARTICLE 5 – ELECTED OFFICER POSITIONS

5.1 Presidents

The President shall:

1. Preside at all board meetings.
2. Serve as an ex officio member of all standing committees.
3. Set the agenda for each board meeting of the Guild.
4. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

5.2 Vice Presidents

Each Vice President shall:

1. Perform the duties of the President if needed, including running the monthly meeting.
2. Plan and prepare recommendations for Board approval for regular meeting programs and demos.
3. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

5.3 Secretary

The Secretary shall:

1. Take notes and photos at monthly meetings.
2. Assist in maintaining the Guild's social media accounts.
3. Along with the other officers, actively participate in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

5.4 Treasurer

The Treasurer shall:

1. Maintain the Guild's bank account, including preparing reports for monthly meetings and board meetings.
2. Prepares budget for the board's approval.
3. Pay any bills that may incur.
4. Handles membership dues collection throughout the year.
5. Files all required official paperwork and tax returns in a timely manner.
6. Along with the other officers, actively participates in leadership and decisions about annual planning, programs, events, challenges, budgeting, and membership.

ARTICLE 6 – COMMITTEES

6.1 Committees

Committees are created to assist the Executive Council in carrying out activities and responsibilities to The Guild. Committees can be suggested by any member and the Executive Council may officially create or dissolve a committee.

6.2 Chairpersons and Members

Any member in good standing can belong to one or more committees at any one time. A member of the Executive Council will appoint members.

6.3 Chairperson Responsibilities

The Committee Chairperson is responsible for general supervision of the committee and its membership. The Committee Chairperson reports to the respective Executive Council officer. The Committee Chairperson is responsible for providing the President with monthly reports of pertinent information and notifying the Executive Council immediately of any concerns or issues.

6.4 Term

The Executive Council will determine the term for the Committee and Committee Chairperson.

6.5 Resignation and Removal

The Executive Council may remove a Committee Chairperson no longer in good member standing. In event of removal or resignation, the Executive Council may appoint a replacement Committee Chairperson.

6.6 Meetings

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

ARTICLE 7 – OPERATIONS

7.1 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.

7.2 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 8 – GUILD FINANCES

8.1 Guild Funds All funds delivered to The Guild will be deposited in The Guild bank account. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of The Guild. A member of the Executive Council will be designated as the back up to the Treasurer.

8.1 Fiscal Year

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

8.2 Budget

The Board of Directors will approve a budget every six (6) months for the first year of The Guild operation and on a yearly basis after that..

8.3 Financial Accounts

The President and Treasurer will have access to all the guild's financial accounts, including banks, payment processors, and any other accounts the guild may use.

8.4 Authorized Signers

The President and Treasurer shall be authorized to sign checks for the Guild and may be issued debit cards.

8.5 Records

The guild's financial records will be kept in a shared, secure location accessible to all the elected officers of the guild.

8.6 Treasurer's Report

A Treasurer's report will be given at every meeting.

8.7 Audit

Financial records shall be audited each year by a committee consisting of two or more members appointed by the Board of Directors.

ARTICLE 9 – POWERS TO AMEND

The Board may propose an amendment to these By-Laws at any time. The proposed amendment must be electronically proposed via The Guild's website two (2) weeks prior to a regular meeting.

Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

ARTICLE 10 – 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, the money in The Guild's bank account will be given to museums and historical societies to purchase quilts and/or given to charity as decided by a quorum of the members.

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 [05/19/2026](#).

Hayle McClellan, Secretary

Kat Van Bourgondien, President

S. Maggie Schubert, Vice-President