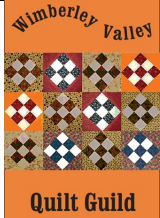


<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 1 of 12</b>	

**I. NAME**

The name of the corporation shall be Wimberley Valley Quilt Guild, hereafter referred to as the "Guild".

**II. PURPOSE**

- A. The Guild is organized for educational purposes within the meaning of Section 501c3 of the Internal Revenue Code. The purpose of the Guild shall be threefold:
  - a. To foster appreciation of quilts and the art of quilting among both quilters and the public;
  - b. To increase the knowledge of traditional and contemporary techniques of quilting and to provide an encouraging environment in which quilters can practice and exchange ideas; and
  - c. To educate the public as to the significance and history of quilting as an art form as well as an ongoing craft.

**III. POLICIES AND PROCEDURES**

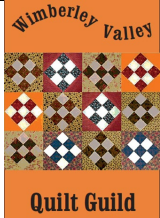
The Guild may adopt Policies and Procedures that govern the routine and customary operations of the corporation and that shall have the authority of these Bylaws; provided, however, that in the event any Policies or Procedures of the Guild conflict with these Bylaws, the Bylaws shall govern.

**IV. PRINCIPAL OFFICE**

The principal office of the Guild shall be in Wimberley, Hays County, Texas.

**V. MEMBERSHIP**

- A. Membership is open to all interested persons and runs yearly through the Guild fiscal year (June 1 to May 31).
- B. **Dues.** A yearly payment of dues shall be required of members.
  - a. The amount of annual dues shall be proposed by the Executive Board and approved by the membership at a regular business meeting.
  - b. Any increase or decrease in dues will be determined by discussion and vote at a regular business meeting. A majority vote of members in attendance at the regular business meeting is required to increase or decrease dues.
  - c. New members who join January-May will be charged dues at a reduced rate of one-half. This reduction in dues is limited to new members, not current members who choose to renew January-May.

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	Page <b>2</b> of <b>12</b>	

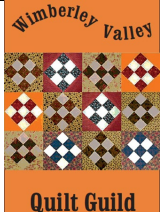
- C. **Visitors.** Visitors may attend up to 2 (two) meetings as guests and then they will be asked to join the Guild if they wish to continue to attend meetings.
- D. **Quorum.** Business may be conducted at a general business meeting at which a quorum of 20% of the total membership is present. The President shall conduct business according to Robert’s Rules of Order, Newly Revised.
- E. **Membership Privileges.** Active members have the privilege of voting, attending Guild programs, workshops, and events, holding office, serving on committees, attending Executive Board meetings as a non-voting member, and participating in other Guild-related activities and functions.

**VI. OFFICERS**

- A. The elected officers of the organization shall be President, Vice President I, Vice President II, Secretary, and Treasurer
- B. **Term.** Officers shall be elected for a term of one year. The office term shall begin in June when new officers shall be installed. No member shall serve more than two consecutive terms in the same office.
- C. **Vacancy.** If a vacancy occurs in the office of President, Vice President I shall automatically become President. If Vice President I is unable to fill that office, Vice President II (if applicable) shall assume the office of President. In instances when neither Vice President can assume the office of President, a nominating committee shall be formed to identify candidates to fill the office of President. Any other vacancy in an un-expired term shall be filled by appointment of the President.
- D. **Nominating Committee.** The President is responsible to ensure that a Nominating Committee is formed to identify potential officers for the upcoming fiscal year. Nominations from the floor may be accepted at the May meeting, but no nominations may be made without the consent of the nominee. Each May, the Nominating Committee shall present a slate of officers to the membership to be approved by membership vote.
- E. **Removal.** Any officer may be removed by vote of the membership at a special meeting called for that purpose whenever, in the members’ judgment, the best interests of the Guild would thereby be served.

**VII. EXECUTIVE BOARD**

- A. **Membership.** The Executive Board shall administer the affairs of the Guild. The voting members of the board shall consist of all elected officers, and appointed committee chairs.
- B. **Attendance by Non-Voting Members.** Any Guild member may attend the Executive Board meeting, but only elected officers, and appointed committee chairs shall vote.

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 3 of 12</b>	

- C. **Quorum.** When voting on items that require approval, and provided a quorum of 51% of the Executive Board membership has been met, a majority vote of Executive Board members in attendance (51%) is required to transact business.
- D. **Meetings.** Executive Board meetings may be scheduled, as needed, but should minimally occur at least quarterly.

**VIII. DUTIES OF OFFICERS**

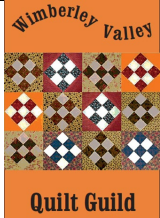
- A. **President.** The President shall preside at all meetings, shall be an ex-officio member of all committees, and shall appoint Committee Chairpersons.
- B. **Vice President.** The Vice President I or II (if applicable) shall perform all duties of the President when absent and other duties as assigned by the President. The Vice President I shall plan and schedule all programs and workshops for the year. Vice President II shall assist, as needed, and will assume the duties of the Vice President I at the end of the term.
- C. **Secretary.** The Secretary shall keep an accurate record of the Guild minutes, ensure secure storage of the minutes, and make those minutes available at subsequent meetings for the approval of the membership.
- D. **Treasurer.** The Treasurer shall collect all dues, maintain a membership list, pay all appropriately submitted bills in a timely manner, keep accurate financial books and records, and present a financial report to the membership monthly.

**IX. COMMITTEES**

- A. **Standing Committees.** The President shall appoint committees deemed necessary to carry on the work of the Guild. Committee chairs may recruit volunteers or assistants, as needed.
- B. **Special Committees.** Special committees may be appointed by the President at any time if deemed necessary to conduct special Guild business.

**X. FINANCE**

- A. **Budget.** A budget shall be drafted each year to reflect future expected income and expenses for the coming Fiscal year, June to May. The Treasurer and the Executive Board shall present the upcoming year's budget for approval by the Guild membership each May.
- B. **Audit.** The President shall appoint 2 to 3 members to conduct an internal audit of the treasurer's books each year. The Audit Committee shall submit a written report to the President and to the Treasurer. The findings of the audit shall be subsequently reported to the Guild membership in a timely manner.
- C. **Budgeted Expenditures.** Budgeted funds may be spent as needed by Board Members and their designees. Any amount over \$50.00, even though in the budget, requires

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 4 of 12</b>	

President or Treasurer approval prior to purchasing. Receipts must be kept and submitted to the Treasurer for reimbursement or payment.

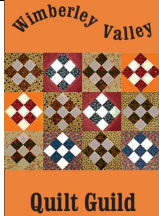
- D. **Reimbursement.** Members may receive reimbursement for actual expenses incurred on behalf of the Guild, provided that the expense(s) was authorized by the President or the Treasurer. A copy of the receipt is necessary for reimbursement.
- E. **Donations.** At the discretion of the Guild, the Guild may receive donations of sewing/quilt related items or money. The donor may specify that their donation be used to benefit specific activities, such as (1) the Guild's chosen charitable projects, (2) Guild programs, (3) the purchase of items for the guild or (4) other Guild related activities. The donor's wishes shall be upheld provided it does not violate the Guild's By Laws.

**XI. MEETINGS**

- A. **Business Meetings.** A regular meeting of the general membership shall be held once a month in Wimberley, Texas, unless the meeting is canceled by vote of the general membership, or in instances of severe weather, safety issues or other circumstances beyond the control of the Guild. During Guild Business meetings, Guild business will be conducted, and, if possible, a program will be presented.
- B. **Annual Meeting.** The May meeting shall be the annual business meeting at which the outgoing officers and committee chairpersons shall give final reports, and new officers will be installed. New Officers and Committee Chairs shall assume their new positions in June.
- C. **Special Meetings.** Special meetings may be called by the President when it is deemed necessary or when recommended by any of the Officers. Notice of any Special Meeting shall be given seven (7) days prior to the date of the meeting, unless the President declares an Emergency Meeting, in which case notice shall be given at least twenty-four (24) hours prior to the meeting.
- D. **Majority.** When voting on items that require approval, and provided the membership quorum (e.g., 20% of the membership of the Guild membership) has been met, a majority vote of members in attendance (51%) is required to approve any proposal.

**XII. COMMUNITY SERVICE PROJECTS**

- A. The Guild may engage in quilt-related community service projects.
- B. Members may identify and propose potential community service projects to the Guild at a business meeting. Members shall vote to determine if the Guild will undertake the proposed project.

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 5 of 12</b>	

**XIII. NON-PROFIT ORGANIZATION**

The Guild shall not enter into any transaction, conduct any activity, or engage in any business for the benefit and profit of any Guild member. No part of any income shall benefit any Guild member.


**XIV. AMENDMENTS OF BYLAWS**

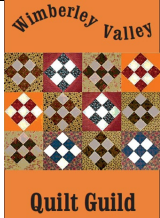
Amendments to these By Laws may be made by a vote of the general membership. To be presented to the general membership, the amendment must be submitted in writing or online at least ten (10) days prior to the vote. Provided there is a quorum of the membership in attendance, a majority vote of the members is required to accept these amendments.

**XV. Revision History**

Revision Date	Version	Major Changes/Reason(s) for Changes	Submitted By
01/08/2025	V6	Alignment in preparation for 501c3 application	Pam McGhee
5/1/2024	V5	Alignment with current business practices	Pam McGhee
10/8/2022	V4	Routine amendments	Pam McGhee
9/14/2022	V3	Routine amendments	Karen Herrmann
2009	V2	Routine amendments	Karen Herrmann
June 1994	V1	New By Laws establishing the Wimberley Valley Quilt Guild	Pat Kakos

These By Laws were accepted as presented and corrected by the Majority of the Members at a meeting held on January 8, 2025.

Pam McGhee _____ (Name)
Signed by:  _____ (Title)
WVQG President

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 6 of 12</b>	

**Addendum**

**CONFLICT OF INTEREST POLICY**

**ARTICLE 1 – PURPOSE**

The purpose of the Conflict of Interest Policy (“Policy”) is to protect the Wimberley Valley Quilt Guild’s (the “Corporation”) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee of the Corporation that 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 organizations.

**ARTICLE 2 - DEFINITIONS**

**2.1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2.2. Financial Interests**

Financial interests include, but are not limited to:

- a. An ownership, investment interest, or compensation arrangement with any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership, investment interest, or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement, including a commission or fee, share of the proceeds, the prospect of promotion or profit, or any other form of financial reward.

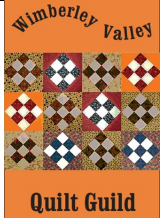
**2.3.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**2.4.** Financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**ARTICLE 3 – PROCEDURES**

**3.1. Duty to Disclose**

In connection with the actual or potential conflict of interest, an interested person must disclose the existence of his financial interest and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement and shall abstain from voting on such matters.

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 7 of 12</b>	

**3.2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested party shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3.3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The President or Chair of a committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, if appropriate.
- c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation’s best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation. The Corporation shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

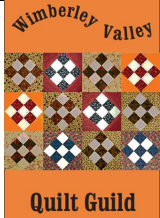
**3.4. Violations of the Conflict of Interest Policy**

- a. If the board or committee has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including, but not limited to, removal from the Board.

**ARTICLE 4 – RECORDINGS AND PROCEEDINGS**

**4.1. The minutes of the board and 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

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 8 of 12</b>	

present, and the board’s or committee’s decision as to whether a conflict of interest in fact existed; and

- 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 therewith.

**ARTICLE 5 – COMPENSATION**

**5.1** A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.

**5.2** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.

**5.3** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE 6 – ANNUAL STATEMENT**

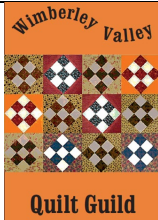
**6.1** Each director, officer, and committee member with board-delegated powers shall annually sign a statement that affirms that such person:

- a. Has received a copy of the Policy;
- b. Has read and understands the Policy;
- c. Has agreed to comply with the Policy; and
- d. Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**ARTICLE 7 – PERIODIC REVIEWS**

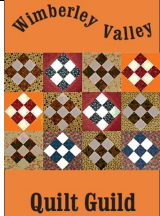
**7.1** To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm’s length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 9 of 12</b>	

- c. When conducting the periodic reviews, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

[Remainder of page intentionally left blank]


<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 10 of 12</b>	

Conflict of Interest Annual Disclosure Statement

By signing the form below, I agree to the ALL the statements below:

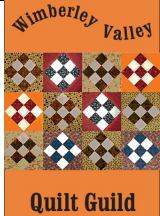
- I serve in of the following function(s) for the Corporation: Director, Board Advisor, Staff, Volunteer, Contractor, or \_\_\_\_\_(specify other).
- I have a received a copy of the Conflict of Interest Policy.
- I have READ and UNDERSTAND the Conflict of Interest Policy and know that I can directly contact the Corporation’s Executive Director or Board Chairman on matters that may pertain to a “real or perceived” conflict of interest.
- I agree to comply with this Conflict of Interest Policy.
- I understand that the corporation is a nonprofit corporation with 501(c)(3) tax exempt status, and that the Corporation, in order to maintain its federal tax-exemption, that is must engage primarily in activities that accomplish one or more of its tax-exempt purposes;

Pam McGhee  
NAME

Signed by:  
  
 \_\_\_\_\_  
 SIGNATURE

President  
TITLE

1/8/2025  
DATE

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 11 of 12</b>	

Donna Phelps  
NAME

Signed by:  
*Donna Phelps*  
SIGNATURE 2A1BB1D9FB704B0...

Vice-President

TITLE  
1/8/2025

DATE

Judy Bradbury  
NAME

Signed by:  
*Judy Bradbury*  
SIGNATURE 4B4F523DCB4844F...

Secretary

TITLE  
1/8/2025

DATE

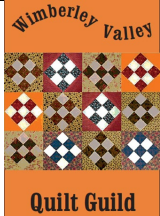
Pat Christie  
NAME

Signed by:  
*Pat Christie*  
SIGNATURE D281306812734D9...

Treasurer

TITLE  
1/8/2025

DATE

<b>Wimberley Valley Quilt Guild Bylaws</b>			
<b>Effective Date: 01/08/2025</b>	<b>Version 6</b>	<b>Page 12 of 12</b>	

**ACCEPTANCE OF NOTICE BY EMAIL**

I agree to accept meeting notice and other Board materials via email at the email address listed below. I agree to meet electronically should the meeting notice include the electronic contact information.

librarylady4515@yahoo.com	1/8/2025
_____	_____
Director's Email Address -President	Date
dphe1psbt13@gmail.com	1/8/2025
_____	_____
Director's Email Address – Vice-President	Date
nujeb47@gmail.com	1/8/2025
_____	_____
Director's Email Address -Secretary	Date
patc4fabric@gmail.com	1/8/2025
_____	_____
Director's Email Address -Treasurer	Date