

BYLAWS
OF
KEEPSAKE QUILTERS
2004

ARTICLE I

Purpose

This organization shall be called Keepsake Quilters. Hereinafter Keepsake Quilters will be referred to as "Corporation".

The Corporation shall be a nonprofit organization with the purpose of educating its members and others in the area it serves, preserving and promoting the art of quilting, providing for the interchange of information and to exercise all the power granted by Chapter 504A, Code of Iowa 1983.

ARTICLE II

Office and Agent

The registered agent shall be the current President of the Corporation. A current list of the Board of Directors shall be attached.

ARTICLE III

Directors

Section 1. The Corporation shall be managed by a Board of Directors.

Section 2. The Board of Directors shall consist of the elected officers of the Corporation. Hereafter, the terms "Board of Directors" and "officers" shall be one and the same and interchangeable.

Section 3. The Board of Directors shall consist of offices of President, President-elect, Secretary, Treasurer, Program, Historian, Membership, Newsletter and Public Relations.

Section 4. The executive board of the Board of Directors shall consist of the offices of President, President-elect, Secretary, and Treasurer.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of any business and simple majority of the quorum may decide any question.

Section 6. There shall be an annual meeting of the Board of Directors preceding the annual meeting of the members. There may be such other regular meetings as the Board, by resolution, may establish.

Section 7. Special meetings of the Board of Directors may be called by any two members of the Board of Directors.

Section 8. Notice of any regular meeting, except the annual meeting and any special meeting, shall be given to the members of the Board of Directors either orally or in writing at least three days prior to the meeting.

Section 9. Directors shall receive no compensation, unless specifically granted by the members of the Corporation.

Section 10. Directors shall be indemnified to the full extent permitted by law.

Section 11. Any vacancies in the Board of Directors shall be filled for the remainder of the term by appointment by the remaining members of the Board of Directors.

ARTICLE IV

Duties

Section 1. The office of President shall preside over all meetings and appoint committees necessary for the welfare of the Corporation.

Section 2. The office of President-elect shall, in the absence of the President or at the President's request, perform presidential duties. The President-elect shall succeed to the office of President the second year of the term.

Section 3. The office of Secretary shall record and be custodian of the minutes of the Board of Directors' meetings and the annual meetings of the Corporation, and handle correspondence.

Section 4. The office of Treasurer shall collect and take charge of all dues and funds made available to the Corporation. The office of Treasurer shall also take charge and pay all bills incurred by the Corporation. An annual Treasurer's report shall be published and distributed at the annual meeting of the Corporation. The Treasurer's books shall be referred to an auditing committee at the end of the term of office.

Section 5. The office of Program shall plan programs for all general membership meetings and make the necessary arrangements, subject to Board approval.

Section 6. The office of Historian shall collect and preserve accounts of all Corporation activities.

Section 7. The office of Public Relations shall promote and publicize the regular meetings and activities of the Corporation.

Section 8. The office of Membership shall keep a current membership roster, compile a membership book for members, and issue membership cards upon receipt of dues.

Section 9. The office of Newsletter shall gather news and advertising for publication.

ARTICLE V

Meetings and elections

Section 1. The annual meeting of the Corporation shall be held each year in the month of May. Election of officers shall be held during the annual meeting. Each current member in good standing shall have one vote (there shall be no proxy votes) with a majority vote determining the election.

Section 2. A nominating committee consisting of three members (at least one being a member of the Board of Directors) shall present a slate of nominees at the annual meeting for each board office that expires. The nominations by this committee shall not prohibit members from making other nominations from the floor at the annual meeting.

Section 3. The members shall receive a written notice of the date, time and place of the annual meeting at least ten days prior to the annual meeting.

Section 4. Directors of the Board shall be elected at the annual meeting for a term of two years, until their successors have been duly elected and installed. A President-elect and Program Chairperson-elect shall be elected every year and shall succeed to President and Program Chairperson in the second year of the term. A Treasurer and Newsletter Editor shall be elected in the even numbered years. A Secretary, Historian, Membership Chairperson and Public Relations Chairperson shall be elected in the odd numbered years.

Section 5. Any Director can be removed from the Board by an affirmative vote of the majority of the Executive Board.

Section 6. At any meeting of the Corporation, the presence of 10 percent of the membership shall constitute a quorum and a majority of the quorum may decide any matter coming before the Corporation.

Section 7. Special meetings of the Corporation may be called by the Board of Directors and upon written request of any ten members. Notice of a special meeting shall state the purpose and be given 14 days prior to the meeting.

Section 8. The members may meet at any other times upon such notice as the President may prescribe, for the purpose of furthering the activities of the Corporation. No minutes need to be kept at these meetings unless some action is taken that is binding on the Corporation.

ARTICLE VI

Membership

Section 1. Membership shall be open to any person.

Section 2. The annual membership dues shall be paid by the May meeting of each year in the amount determined by the Board of Directors. Any member who has failed to pay dues by June 1 will be dropped from the membership roster.

Section 3. A half-year membership to the Corporation begins at the January meeting for new members only. A new member is someone who has never belonged or has not been a member for the past three years.

Section 4. Each current member in good standing shall have one vote and there shall be no proxy votes.

ARTICLE VII

General

Section 1. The Corporation shall not have any stock, nor pay any dividends, nor shall it have a seal.

Section 2. The Corporation shall have such fiscal year as may be adopted by the Board of Directors and the books shall be subject to audit at the end of each Treasurer's term, or at any time as the Board may determine.

ARTICLE VIII

Amendment to Bylaws

Section 1. These bylaws may be amended by one or all as follows:

- a. may be proposed in writing by the Board of Directors
- b. may be proposed in writing by a member or members
- c. may be recommended by a committee on bylaw amendment(s).

Section 2. After approval of a majority of the Board of Directors, the proposed amendment(s) shall be published by the Corporation for the membership, one month prior to voting. The vote shall be cast by the members in person at the next meeting of the Corporation.

Section 3. Amendments shall be approved by 51 percent of the members voting.

ARTICLE IX

Disposition of Property

Section. 1. The Board of Directors shall pay or make provision of payment of all liabilities of Keepsake Quilters in the event of dissolution of the Corporation by the Board of Directors and by vote of the membership.

Section 2. In the event of dissolution the Board of Directors shall dispose of any fixed assets of the Corporation, after payment of all liabilities, exclusively to charitable, educational, religious, or scientific organizations provided they qualify as an exempt organization under Section 501c(3) of the Internal Revenue Code of 1976.