

SUNSHINE STATE QUILTERS ASSOCIATION, INC. BY-LAWS

ARTICLE I

Name

The name of this organization shall be Sunshine State Quilters Association, Inc. (hereinafter, SSQA).

ARTICLE II

Purpose

The purpose of this organization is to preserve the heritage of quilting, to be a source of information and inspiration for quilters as well as those who sell quilting supplies, to provide education about quilts and quilting, to preserve quilts and those who love quilts, to perpetuate a high quality of excellence in quilting and related arts through education of its members and the public; and to be a means of gathering for people with this common interest.

ARTICLE III

Definitions

MEMBER: An individual who or organization that has complied with the requirements for membership set out in Article IV. Each organization shall constitute one member as the term is used through-out the By-Laws regardless of the number of members or employees in the organization.

MEMBER IN GOOD STANDING: A member whose dues payment is current and who has complied with the requirement of Article IV, Section 5.

GUILD: An organization that has as its primary purpose learning or teaching about quilting, engaging in quilting projects, or putting on quilt shows. An organization whose purpose is considered a guild whether or not it is incorporated.

VENDOR: A business that is engaged in selling fabric, embellishments, or products used for quilting. A Vendor is considered to be an organization.

QUORUM: At membership meetings, a quorum shall consist of fifteen (15) percent of the members of SSQA. At meetings of the Executive Committee, a quorum shall consist of three (3) members of the Executive Committee at the time of a Vote.

ARTICLE IV
Membership

Section 1. An individual, guild, or vendor may become a member of SSQA by completing a membership application and paying the annual dues that are required to be paid at the time of submission of a completed application. Members joining SSQA after June 30 in any given calendar year may pay one-half of the amount of annual dues for the remainder of their first calendar year of membership.

Section 2. Annual dues shall be established by a vote of the membership and payable in January of each year. The Executive Committee may propose to the membership changes in the amount of annual dues as well as the time or method by which they are levied.

Section 3. Dues for existing members are payable by January 31st of each year. If a member has not paid dues by January 31, membership (including the right to vote or participate in SSQA activities) is automatically suspended. Membership will be re-established at the time dues are received. However, membership and the rights that go with it will not be retroactive.

Section 4. The SSQA shall keep a record of all members and have available a directory of SSQA members. The directory is solely for the use of SSQA members and shall not be used for commercial purposes or sold for any purpose.

Section 5. To be a member of SSQA, each applicant for membership shall be active in some phase of the art of quilting or genuinely interested in the development and preservation of this art and shall maintain activity in at least one of these areas relating to quilting throughout the period of membership.

Section 6. Member organizations in good standing may send one (1) voting representative to each meeting. This person is not required to be an individual SSQA member.

ARTICLE V
Officers

Section 1. Officers: The elected officers of SSQA shall be the President, Vice-President, Recording Secretary, Membership/Corresponding Secretary, and Treasurer.

Section 2. Elected officers of SSQA shall be elected for two-year terms biennially, at the Annual Meeting in odd-numbered years, and take office as specified in section 3A below, the exception being an un-expired term. Because the date of the Annual Meeting varies from year to year, the length of term of service of elected officers is only approximately two years and may be longer or shorter than two calendar years depending on the dates of

the Annual Meetings at which votes for officers take place. The actual term of service shall be governed by the date for taking office set forth in Section 3A below.

Section 3. Taking Office:

A. Officers shall take office 45 days following the date of their election or on January 1 of the following even-numbered year, whichever comes first.

B. When a new person is elected to the office of Treasurer at an Annual Meeting, the Treasurer holding office at time of the election shall continue to be responsible for maintaining the financial books for the remainder of the calendar year in which new officers are elected, for closing that year's books, for arranging for the audit of those books and for complying with the policies or direction of the Executive Committee. The out-going Treasurer shall undertake these activities in consultation with the newly elected Treasurer.

Section 4. Limitation on Holding Office: No person shall serve more than two consecutive terms in the same office. However, a person who has been appointed to fill out the term of a vacated office may then serve two consecutive elected terms in the same office as that held by appointment, provided that the person held the office by appointment for less than half of the period of time of the term of office of the elected officers.

Section 5. Duties of Officers:

A. The President shall:

1. be chairman of the Executive Committee and the Board of Directors, and shall preside at all meetings of the membership of SSQA and of the Board of Directors and the Executive Committee.

2. appoint the chairman of each SSQA Standing Committee, except for the Nomination Committee, within 90 days of an election of officers; and appoint the chairman of each Special Committee within 30 days of the Executive Committee's vote to create a Special Committee.

3. appoint, as necessary, with the concurrence of the Vice-President, area and/or guild representatives who shall be chosen so as to assure that they are as geographically balanced as possible.

4. be an ex-officio member of all committees, except the Nomination Committee.

5. present an annual report on the past year's activities of SSQA at the Annual Meeting.

6. execute all contracts entered into by SSQA.

B. The Vice-President shall:

1. preside at a meeting of the membership, Board of Directors, or the Executive Committee in the absence of the President; or assume all of the duties of the President if the President notifies the Executive Committee of the inability to serve for a period of time. The Vice-President shall continue to preside until the date the President designated when the notification of inability to serve is submitted or, if no time was stated in the original notification, until the time President notifies the Executive Committee in writing that the President is able to resume all the duties of President.

2. assume the duties of the President should that office be vacated.

3. assist the President in the administration and management of SSQA.

4. receive reports from and direct activities of the area and/or guild representatives.

5. assume other duties as may be requested by the Executive Committee

C. The Recording Secretary shall:

1. keep minutes of all the meetings of the SSQA membership, and of the Executive Committee and the Board of Directors.

2. distribute copies of the minutes of all meetings to all Executive Committee Members and Standing Committee chairmen within forty-five (45) days of the meeting.

3. distribute a copy of the minutes of a specific meeting to any member who requests a copy.

4. be responsible for maintaining all corporate and organizational records not maintained by the Treasurer.

D. The Membership/Corresponding Secretary shall:

1. collect all dues and submit them to the Treasurer.

2. handle all general correspondence of SSQA and shall maintain a copy of all

correspondence received or sent for at least 3 years, longer when the type of correspondence warrants, or as required by the Policy Manual.

3. keep a current correct confidential directory (for members' use only) of all the SSQA members.

4. provide a new-member packet to each new SSQA member. The packet shall include a copy of the SSQA by-laws, membership directory, membership card and Policy Manual and any other appropriate information relating to current SSQA activities.

E. The Treasurer shall:

1. be custodian of the funds of the SSQA and keep a set of financial books which accurately reflect the income, expenses and investments of the organization.

2. prepare, in consultation with the Executive Committee, a proposed budget for the coming fiscal year.

3. make payments in accordance with the budget. Expenses not provided for in the budget shall be incurred and paid only upon order after approval of the Executive Committee.

4. Prepare quarterly financial statements, one of which shall be a fiscal year end statement. The Treasurer shall provide copies of each financial statement to the Executive Committee and shall provide a copy of the fiscal year-end statement to the newsletter editor to publish in the newsletter.

5. close the financial books on the last working day of the fiscal year and submit them for audit to a Certified Public Accountant who is not a member of SSQA.

6. submit copies of the audit report to the Executive Committee within forty-five (45) days of receiving the report

7. file all required tax returns and other financial documents and maintain copies of all documents in the files of the organization for as long as required by law or the Policy Manual.

8. keep a true and original copy of all legal contracts entered into by the organization.

Section 6 Vacancies among officers:

Vacancies: If an elected office other than President becomes vacant by resignation or death of the officer, the Executive Committee shall appoint a person to fill the vacancy. The person appointed to serve out the term of the vacated office shall assume the responsibilities of office upon appointment.

ARTICLE VI
Nominations and Elections

Section 1. Nominating a Slate of Candidates for Office: There shall be a Nominations Committee consisting of at least three (3) members appointed by the Executive Committee at least six (6) months prior to elections.

A. As its first act after appointment, the committee shall choose a committee chairman from among its members.

B. The committee shall prepare a slate of candidates, which shall be submitted in writing or by email to the Executive Committee no later than 30 days prior to the publication of the newsletter published before the Annual Meeting.

C. The committee, in conjunction with the Membership Chairman, shall develop and revise, as needed, a process to assure that each member who wishes to vote at the Annual Meeting has not voted by mail as part of the same election, and that each voter is a member in good standing.

D. The newsletter published before the Annual Meeting shall contain a ballot containing the slate of officers submitted by the Nominations Committee. The ballot shall also have space to allow submission of a write-in candidate for each office.

Section 2. Elections.

A. Members in good standing may cast their vote no later than 21 days before the Annual Meeting by mailing in the ballot published in the newsletter.

B. Members in good standing may cast their vote in person at the Annual Meeting. During the Annual Meeting, additional nominations from the floor may be made by members present at the meeting and who have chosen to cast their votes in person, provided that the consent of the nominee has been obtained.

C. No member may vote more than once.

D. Each organization that is a member in good standing shall be entitled to cast one and only one vote for the organization. This vote may be cast by the organization's one non-member meeting representative. A member or employee of such organization who has also joined as an individual member of SSQA may cast a vote as an individual member separate from the vote of the organization.

Section 3. Following the vote held at the Annual Meeting, the Nominations Committee shall tally the total of the votes entered at the Annual Meeting and the mailed-in ballots and present the results to the President.

Section 4. An officer is elected by a majority of the members of record voting, provided a quorum has voted. The President shall announce the results of the vote at the Annual Meeting. The results of the vote shall also be published in the newsletter.

ARTICLE VII Meetings

Section 1. SSQA shall have an Annual Meeting in the fall of each year for the transaction of any business, including the election officers and the amendment of By-Laws in accordance with the requirements set out in other Articles of these By-Laws. Officers will be elected in the odd-numbered years.

Section 2. Additional SSQA membership meetings may be held at least three times in a calendar year, and may include an educational symposium or a retreat. Notice of each meeting shall be given to all members through the newsletter at least forty-five (45) days in advance of a meeting date.

Section 3. Meeting dates shall be approved by the Executive Committee

Section 4. Fifteen (15) percent of the membership of record shall constitute a quorum. A quorum shall be present in order for any business of SSQA to be conducted. However, a quorum shall not be necessary for members in good standing to elect officers at an Annual Meeting.

ARTICLE VIII Fiscal Year

The fiscal year of SSQA shall be from January 1 to December 31.

ARTICLE IX Board of Directors

Section 1. The Board of Directors shall be composed of the elected officers, the immediate past president, the standing committee chairmen, and the area and/or guild representatives.

Section 2. Officers and chairmen of standing committees shall serve on the Board for a two-year term, governed by these By-Laws. Other Directors shall serve from the time their appointment is effective until a new slate of officers takes office or until replaced by

another appointee.

Section 3. Members of the Board shall be members of SSQA.

Section 4. The Board of Directors shall have general charge and control of the affairs, funds and property of the SSQA. It shall present to the general membership all proposed major programs and activities for ratification.

Section 5. A majority of the Board of Directors members shall constitute a quorum, providing at least three (3) officers are present.

Section 6. Directors shall serve on the Board of Directors with full voting rights and responsibilities.

ARTICLE X Executive Committee

Section 1. There shall be an Executive Committee, composed of the five (5) elected officers, the immediate past president, and the newsletter editor. The Executive Committee shall have the power to act for the membership between membership meetings as well as the additional powers set out below, excepting that the Executive Committee may not take action on matters which require a vote of the membership.

Section 2. The Executive Committee shall meet in person at least once per year, and may make decisions by means of polling other members, at a meeting, by a telephone conference call, or by e-mail.

Section 3. All decisions must be made by agreement of a majority of the members constituting the Executive Committee. The immediate past president and newsletter editor shall serve in all capacities as members of the Executive Committee except that they shall not have a vote.

Section 4. A Committee member who initiates a proposal must prepare a written report concerning the proposal after the final vote is taken. That report must be submitted to the President and the Recording Secretary. All Committee members must be provided a copy of the report via telephone, mail, or e-mail. The Recording Secretary shall incorporate the written report into the minutes of the meeting at which the proposal was acted upon.

Section 5. All decisions made by the Executive Committee shall be reported to the membership at their the next membership meeting. A summary of the Executive Committee's report shall be put into the official minutes of the membership meeting.

Section 6. The Executive Committee shall have the power and responsibility to:

A. approve and monitor all contracts entered into by SSQA. Shall be responsible for

submitting any reports, audits or other documents required by the contract.

B. approve, by vote, the annual budget submitted by the Treasurer as it was submitted or with revisions. The Executive Committee may amend the adopted budget during the fiscal year if necessary to meet any unforeseen or emergency situation.

C. after the Executive Committee is in place following each election of officers, determine by vote whether to retain or change the number of members on each Standing Committee

D. appoint members to fill any vacancy that occurs on any Standing Committee unless the Executive Committee decides by vote not to fill the vacancy but rather to reduce the number of members on the committee.

E. appoint the members of a Special Committee when it determines that one is needed; set out the scope of the committee's duties and responsibilities; allot any budget determined necessary; determine the committee's length of service; approve any necessary extension of the committee's length of service; and fill any vacancy unless the Executive Committee decides by vote not to fill the vacancy but rather to reduce the number of members on the committee.

F. receive the Annual Report from each Standing Committee at least 45 days before the date of the scheduled annual meeting. Receive any required interim reports as well as the Final Report from each Special Committee.

G. act upon, or recommend action to the membership when membership action is required by these By-Laws, any recommendation or finding made by a committee when the Executive Committee determines it to be in the best interests of SSQA.

H. work with the Treasurer to develop the annual budget and, after reviewing the annual audit, make changes necessary to correct any deficiencies found in the audit.

I. reschedule or change the location of an up-coming membership meeting when an unforeseen or emergency situation arises and notify the membership.

J. review these By-Laws every other year and recommend to the membership any changes believed needed.

K. review the Policy Manual as necessary to keep it consistent with changes to the By-Laws; to reflect changes in the procedural operation of SSQA as it grows and changes; and to reflect the views of the membership on production and operation of various SSQA activities. The Executive Committee may receive or solicit from the general membership ideas for amendments to the Policy Manual from members at any time.

L. keep the membership informed of issues that have arisen or that may arise that will require a vote of the membership or will be of significant interest to the organization.

M. undertake actions necessary to assure that the duties and requirements of the organization required by law, contract, the Policy Manual, or these By-Laws are fulfilled, and such other actions that are in the best interest of SSQA.

ARTICLE XI Committees

Section 1. Special Committees may be formed and dissolved as needed by the Board of Directors.

Section 2. Standing Committees. The following committees are hereby created, with the powers and duties stated below. The chairman of each standing committee will name the members of that committee.

A. Newsletter:

1. The chairman of the newsletter committee shall serve as newsletter editor.
2. The newsletter editor, supported by the committee, shall assemble, edit and distribute a newsletter at least forty-five (45) days in advance of a regular membership meeting.
3. The newsletter editor shall compile a written calendar of events and publish this calendar in the newsletter.
4. The newsletter editor shall publish the minutes of all meetings in the following newsletter.
5. The newsletter may be mailed to the membership, published on the SSQA web site in a form accessible to all members, distributed to members via email, or any combination of the above. Any of the above forms of publication shall be deemed adequate for publication requirements as mentioned elsewhere in these By-Laws, provided that members who so request receive a paper copy.

B. Education Committee

1. The Education Committee shall be responsible for arranging for and implementing education programs approved by the Executive Committee.

2. The Education Committee shall explore and suggest potential new types of education programs for the Executive Committee's consideration.

C. Ways and Means Committee

1. The Ways and Means Committee shall be responsible for developing and implementing fund-raising activities approved by the Executive Committee.

2. The Ways and Means Committee shall explore and suggest additional potential fund-raising opportunities or activities for the Executive Committee's consideration.

D. Meeting Coordinator

1. The Meeting Coordinator shall be responsible for soliciting and receiving offers from groups volunteering to host the general membership meetings.

2. The Meeting Coordinator shall keep the Executive Committee informed of all offers and with its approval schedule the meetings.

3. The Meeting Coordinator shall provide a current copy of the Meeting Manual to host groups and assist them as needed in the planning of the meeting.

Section 3. Special Committees

A. The Executive Committee may form one or more Special Committees to address a particular problem; to research an area of interest to or opportunity for the organization; or to take charge of an area of activity of SSQA.

B. A Special Committee shall be created for a fixed duration, which shall be specified when the committee is established.

C. The existence of the committee may be extended, but the extension shall be for a time period which shall be specified when the extension is granted. More than one extension may be granted.

Section 4. Term of Service.

A. Members of each Standing Committee shall be appointed by the committee chair, and shall serve until the next election, unless a member vacates her or his position on the committee prior to that.

B. The members of a Special Committee shall take office either immediately upon appointment or at the time at which the Executive Committee has scheduled the Special Committee to start.

1. Members may serve for the life of the committee if it is scheduled to be in effect for two years or less.

2. If the committee is created to be of longer duration than two years, the members shall be subject to the same term of service and the limits on re-appointments as for standing committees.

C. If a position on a Standing or Special Committee becomes vacant, the chairman or Executive Committee may name a replacement pursuant Article X, Section 6, Paragraph D.

Section 5. Reports.

A. Each Standing Committee shall prepare and submit a written Annual Report of its activities during the past year to the Executive Committee at least 45 days before the Annual Meeting. Any Standing Committee which has been given a budget allocation shall include a financial statement with its Annual Report.

B. At the end of its term of service, each Special Committee shall prepare and submit a Final Report of its activities, as well as its findings, if findings are a part of the purpose for which the committee was created, to the Executive Committee. A Special Committee shall submit interim reports as required by the Executive Committee. Any Special Committee which has been given a budget allocation shall include a financial statement with its Final Report.

ARTICLE XII Parliamentary Authority Procedure

Robert's Rules of Order, Newly Revised shall govern all proceedings whenever applicable and not inconsistent with the Florida Non-Stock Corporation Act, the SSQA Articles of Incorporation or these By-Laws.

ARTICLE XIII Amendments of By-Laws

Section 1. These By-Laws may be amended at any meeting of the membership at which a quorum is present.

Section 2. Prior to the meeting at which a vote on the By-Laws is to take place, the proposed amendment or amendments shall be published in the newsletter, distributed to the membership by separate mailing, posted on the SSQA web site, or distributed to the membership electronically (via email), or any combination of the above.

Section 3. Any member attending the meeting may propose one or more changes to the proposed amendments. Any proposed change to an amendment shall be adopted upon approval of two-thirds (2/3) of the members attending the meeting.

Section 4. If amendments are proposed to more than one section of the By-Laws, the amendments to each section shall be voted upon separately. If multiple amendments are proposed to a section, any member may move to split the vote, allowing members to vote on each amendment or a particular amendment within the section separately. The motion to split the vote must be approved by a majority of the members attending for the split vote to take place.

Section 5. The requirement to vote on multiple proposed amendments section-by-section may be waived by majority vote of the members attending the meeting if the proposed amendments are all technical in nature without substantive change to the By-Laws.

Section 6. A proposed amendment shall require approval of two-thirds (2/3) of the members attending the meeting to become effective.

Section 7. Amendments approved by the members attending the meeting shall become effective 10 days after the publication of the results of the vote in the SSQA newsletter. An amendment may become effective immediately upon a vote approving the amendment, provided the change is required for an urgent purpose and the purpose and effective date of the amendment, if approved, has been published with the notice of proposed amendments in the SSQA newsletter.

Section 8. A current copy of the SSQA By-Laws shall be made available to all members, either posted or distributed electronically, or mailed upon request.

ARTICLE XIV Dissolution

In the event dissolution of SSQA is deemed necessary, a proposal to dissolve may be made by the Board of Directors or the Executive Committee. Notice of such a proposal must be given not less than forty-five (45) days and published in the newsletter, along with a mail-in ballot, prior to a membership meeting. SSQA shall be dissolved upon an affirmative vote by two-thirds (2/3) of the membership who choose to vote. Upon dissolution, the assets of SSQA shall be applied first to the discharge of any liabilities or obligations of the organization. Any remaining assets of the organization will be turned over to one or more organizations which themselves are tax exempt organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive public purposes.

September 16, 2007