

**Black Canyon Quilt Show, INC.
BY-LAWS**

ARTICLE I ORGANIZATION

1. The name of the organization shall be Black Canyon Quilt Show, INC.
2. The organization may, by a vote of the membership body, change its name.

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, the newspaper, Black Canyon Web page and e-mail reminders. Non guild members shall be notified by post card through the U. S. mail or by e-mail.

The presence of a quorum shall be necessary to conduct the business of this organization.

A quorum shall consist of 50% + 1 of the Board members and 20% of the general membership. In the event a quorum is not present at the Annual Meeting, an electronic ballot for election of Board Members shall be distributed by Guild newsletter editors as soon as possible.

In the case of an election, at least 20% of the ballots must be returned from the membership.

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 VOTING

At the Annual Meeting, voting for Board members shall be by secret ballot. From those elected, officers and committee chairs shall be chosen.

Prior to all votes by written ballot at the annual meeting, the Chairman shall appoint a committee of three who shall act as "Inspectors of Election." The Inspectors shall certify in writing to the Chairman the results. The certified copy of the election results shall be attached to the minutes of that meeting.

No inspector of election shall be a candidate for office or be personally interested in the question voted upon.

For election of Board Members, 20% of the membership must return a completed written ballot. In the event a quorum is not present at the Annual Meeting, an electronic ballot shall be distributed by Guild newsletter editors as soon as possible. Ballots must be returned within 10 days.

For changes in bylaws, 40% of the membership must return a completed written ballot in favor of the recommended changes. An electronic ballot may be used.

ARTICLE VI 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 VII 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 13 or more than 19 members, including the officers. Any Black Canyon Quilt Show member may run for a board position. A Board position may be held by one person for no more than 3 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.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

ARTICLE VIII 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 fiscal year on September 30th.
- 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 in even show years.
- S/he shall oversee or appoint a representative to make announcements during the quilt show.
- 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 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.
- S/he shall oversee preparation of award ribbons for the current quilt show.

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, BCQS members and the local newspaper.
- 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 in even show years.
- 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 Silent Auction 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 seek email approval from other officers prior to writing checks.
- 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 30th 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.
- 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.

ARTICLE IX SALARIES

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

ARTICLE X COMMITTEES

All committees of this organization shall be chaired from within the Board. A person may chair the same committee for no more than three consecutive years. Annual written reports shall be prepared for the president, historian, secretary and future chair. Committee chairmen may recruit other Guild members to assist with committee work.

ARTICLE XI PERMANENT COMMITTEES WITH PRIMARY DUTIES

The following permanent committees shall be overseen by the President:

Down Town Quilts:

- Shall be responsible for obtaining merchants/store fronts in which to show quilts before and during the annual Quilt Show.
- Shall be responsible for collecting quilts and distributing them to stores.
- Shall be responsible for returning quilts to their owners.
- Shall provide a list of Store Fronts to the Publicity Chair for the annual thank you in the newspaper.

Education:

- Shall coordinate demonstrations at the show.

- Shall obtain show speakers.
- Shall be responsible for obtaining teachers for classes taught at other times of the year, but not during the annual show, and arrange for lodging, transportation, etc.
- May arrange for children's classes periodically at the show.

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 provide a photo CD, if possible, for future 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 coordinate and set up refreshments in the court yard area.
- 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 workers and vendors during the show.

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.
- Shall serve as a general vendor liaison.

Publicity:

- Shall compile news articles and press releases, including the annual "Thank You" and "Show Results" in the paper.
- 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.
- Shall be responsible for updating sandwich boards and banners and for their placement.

Judges:

- Shall be responsible for obtaining a minimum of two certified judges for the show.
- Shall be responsible for updating the entry forms and judges score sheets.
- Shall be responsible for taking the judges to lunch, utilizing budgeted money.
- Shall be responsible for placing ribbons on winning quilts.
- Shall assist with distribution of score sheets at show checkout time.

Raffle/Games Manager:

- 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.
- 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.

Volunteers

- Shall be responsible for preparing sign-up 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.

Door Prizes:

- Shall be responsible for obtaining door prizes and for presenting them periodically throughout the show.

Silent Auction/Fundraising Event:

- Shall be responsible for determining possible beneficiaries of Silent Auction/Fundraising Event money for Board approval.
- Shall be responsible for obtaining items for the Silent Auction/Fundraising Event and for arranging the display area at the show.
- Shall maintain documentation of auction item and bidder information during quilt show.
- Shall be responsible for collecting money, distributing items to the highest bidder, 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, quilt information display cards and necessary reports for other officers/committees which can be generated from entry form information.

ARTICLE XII DUES

The dues of this organization shall be \$20.00 per year per individual member or shall 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 October 15th of each year, and shall be accompanied by a September 30th Membership Roster which includes addresses, phone numbers and e-mail addresses.

ARTICLE XIII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than forty (40) percent of the members.

ARTICLE XIV 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 XV PARLIAMENTARY AUTHORITY

ROBERTS 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 January 7, 2012