

BYLAWS
OF
VALLEY FORGE HOMESTEAD QUILTERS

ARTICLE I

MEMBERSHIP

Section 1.1. Active Membership. Members in good standing (hereinafter “active members”) of the Valley Forge Homestead Quilters (the “guild”) are those who pay annual guild dues as determined by the board of directors, who attend meetings on a regular basis, and who perform member responsibilities as specified by the board of directors (see Section 1.5). Individual membership in the National Quilters Association and the American Quilters Society is encouraged but not required. Membership will be renewed each September.

Section 1.2. Active Membership Limit. Membership in this organization shall be limited to one-hundred-twenty-five (125) active members. Thereafter, a waiting list may be formed for individuals wishing to join the guild.

Section 1.3. Associate Membership. An “associate member” is a member who has paid dues but is unable to attend meetings regularly or unable to perform member responsibilities other than the payment of dues. The name of an associate member may be transferred from the active membership list to the associate membership list in order to open up a membership to someone on the waiting list. Those on the associate membership list may be reinstated on the active list if they wish, providing the active membership limit has not been reached

Section 1.4. Forfeiture of Membership. Any member who does not pay dues in accordance with Article VI forfeits his or her membership.

Section 1.5. Membership Privileges. Active members shall be eligible to vote at the general meetings regarding election of officers, amending bylaws, and other issues presented to the membership. Active members shall also have access to a broad array of other membership privileges outlined by the board of directors. Associate members shall have privileges determined by the board of directors (which may include attendance at meetings without a guest fee charge and the receipt of guild communications).

Section 1.6. Responsibilities of Members. Active members shall be responsible for a few duties to be specified by the board of directors. Said responsibilities could include paying dues in a timely manner, contributing refreshments on a regular basis, selling a specific number of tickets for guild raffle quilts, helping to staff guild quilt shows, attending meetings as often as able, or assisting with guild

community outreach projects (by paying for/donating fabric, and/or helping to make comfort quilts, and/or assembling kits, etc.).

Section 1.7. New Members. New Members shall receive a membership packet which shall include: membership card, membership list, and any other guild-related information deemed appropriate by the board of directors.

Section 1.8. Guests. Guests may attend general meetings at any time for a guest fee (amount to be determined by the board of directors); fees will be applied to annual dues for any guest wishing to become a member at that meeting.

Section 1.9. Disciplinary Action. The board of directors has the authority to bring disciplinary action against a member if deemed necessary.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Directors. The business and affairs of the corporation shall be managed by the board of directors, which shall consist of the elected officers, the program chair, the newsletter chair, and the immediate past president. Other committee heads may be invited to attend board meetings as determined by the board of directors.

Section 2.2. Term and Election. The term of the board of directors shall coincide with the term of the officers as set forth in Article III. Vacancies in the board of directors shall be filled by the remaining members of the board of directors for the unexpired term.

Section 2.3. Meetings. Regular meetings of the board of directors shall be held on a regular monthly basis as agreed upon by the members of the board of directors. Special meetings of the board of directors may be called at any time by the president or not less than two directors. All meetings of the board of directors may be held within or without the Commonwealth of Pennsylvania.

Section 2.4. Notice. Notice of the time and place of all meetings of the board of directors shall be given at least five days in advance of the meeting, except for regular meetings of the board of directors for which no notice need be given. Whenever, under these bylaws or the statute, notice is required to be given to any person, it may be given personally or by sending a copy by first class or express mail, postage prepaid, facsimile transmission, electronic mail, courier service, charges prepaid, to the person's address or number as it appears on the records of the corporation. Notice given by mail, telegraph or courier service shall be deemed to be given when it is deposited in the United States mail or with a telegraph office or courier service.

Section 2.5. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 2.6. Resignation and Removal. Any director may resign at any time by providing written notice to the board of directors. Any director may be removed from office at any time by a vote of two-thirds of the other directors of the corporation.

Section 2.7. Budget. The board of directors shall determine—at the beginning of their term—a reasonable spending limit for its spending approval. Any expenses exceeding that limit shall require membership approval.

Section 2.8. Limitation on Liability. A director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the director has breached or failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any successor law, and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to (i) the responsibility or liability of a director pursuant to any criminal statute or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

Section 2.9. Action by Consent. Any action that may be taken at a meeting of the board of directors or of a committee of the board of directors may be taken by a written consent that sets forth the action and is signed by all members of the board of directors or the committee.

ARTICLE III

ELECTED OFFICERS

Section 3.1. Officers Generally; Terms of Office. The elected officers of the guild are president, vice-president, treasurer, secretary, membership secretary. Officers will be elected in odd-numbered years. Terms of office of all elected officers shall begin on September 1 of the odd-numbered year in which the officers are elected and shall end on August 31 of the next odd-numbered year. All incumbent officers shall continue in office through August 31 of the applicable odd-numbered year, at which time the newly elected officers shall assume their duties. Officers may not succeed themselves or serve longer than 24 months in a given office. If an officer feels the need to resign before the end of the term of office, notice should be submitted in writing to the board of directors and the president should then appoint a replacement or ask for a volunteer to complete the term. Officers shall serve without compensation. Expenses may be reimbursed with the written approval of the board of directors.

Section 3.2. Election of Officers. The bi-annual election of officers shall take place at the regular meeting in June of every odd-numbered year. Election will be by a simple majority vote of members present. Voting shall be by secret ballot if an office is contested.

Section 3.3. Nomination of Officers. A nominating committee shall be appointed by the board of directors at least six months before a given election. All nominations made by the membership shall be submitted in written form, signed, and given to the nominating committee before the May meeting. All nominees must be cognizant of and agreeable to their name being placed in nomination. A nominee must be a guild member in good standing who has been a member in the organization for at least one year.

Section 3.4. Duties of All Officers. All officers:

- (a) shall meet required duties to the best of their abilities and in a timely manner;
- (b) shall contribute to the maintenance of guild job descriptions that detail officer duties as well as committee responsibilities; and
- (c) can assume different and/or additional duties as required with approval from the board of directors.

Section 3.5. President. The president shall:

- (a) preside at board meetings and general meetings of the guild;
- (b) call special meetings as deemed necessary;
- (c) appoint all ad hoc and standing committee chairs or accept a volunteer;
- (d) be an ex-officio member of each committee and should be invited to attend each meeting;
- (e) be responsible for long range planning through her/his term; and
- (f) ensure guild compliance with bylaws and initiate any needed changes.

Section 3.6. Vice-President. The vice-president shall:

- (a) assist the President as called upon and shall exercise all functions of the President in the latter's absence; and
- (b) fulfill the duties of the presidency in the event the President cannot complete the full term of office.

Section 3.7. Treasurer. The treasurer shall:

- (a) deposit all funds received belonging to the guild in a bank as approved by the board of directors;
- (b) disburse monies in accordance with written policies set forth by the board of directors;

- (c) receive, maintain, and complete reports and records as necessary to the office and as required by law;
- (d) have available all books and records to be submitted for audit at the close of the fiscal year, or as authorized by the board of directors;
- (e) prepare a monthly report—including the status of each cost center—to present at each board meeting and display at each general meeting; and
- (f) prepare a complete, written financial annual report at the end of the fiscal year (August 31) and make the report available to the general membership.

Section 3.8. Secretary. The secretary shall:

- (a) record and maintain minutes of all general meetings and provide to general membership via the newsletter;
- (b) record and maintain all minutes of all board meetings and make notes available to board members as soon as possible after each meeting;
- (c) answer inquiries concerning the guild and related matters with assistance from the board of directors as needed; and
- (d) maintain a file system for all correspondence, inquiries, contracts, and reports of guild business for future reference.

Section 3.9. Membership Secretary. The membership secretary shall:

- (a) maintain list of current members and publish that list following the September general meeting each year. This list is for the use of the guild and its general membership. It is not to be used or sold as a commercial mailing list;
- (b) take charge of membership renewal, new-member coordination (including dispensing new member packets), and communication of membership responsibilities when dues are paid;
- (c) assume responsibility for the management of the active membership list and the associate membership list, the determination of member status, and the tactful movement of members from one list to the other as needed—with the assistance of the board of directors as needed; and
- (d) be responsible for correspondence with guild members.

ARTICLE IV

COMMITTEES

Section 4.1. Standing Committee Chairpersons. Standing committee chairpersons shall be appointed by the President or may volunteer with the approval of the majority of the board of directors. The tenure of all committee chairpersons shall terminate with the installation of a new board of directors, unless requested to continue

by the new board of directors. Each chairperson shall be responsible for securing her/his committee.

Section 4.2. Standing Committees. The Standing Committees shall include a program committee and newsletter committee. The head of the program shall report—and gain agreement on—plans for future meetings in advance of coordinating the related arrangements and contracts. The newsletter committee shall edit, publish, and distribute the guild’s newsletter. Other standing committees could involve such things as: historian, hostess, library, quilt bees, publicity, quilt show, refreshments, retreats, excursions, etc.

Section 4.3. Duties of Committees. Committees shall perform those duties documented in guild job descriptions, and as outlined by the board of directors, in addition to any listed in the bylaws.

Section 4.4. Committee Funding. Committee heads who wish to request more or less budgetary funds shall notify the treasurer no later than the last day of August. The committee budgets will be set by the board of directors at the beginning of each new fiscal year. The final budget shall be provided to the membership as soon as it is finalized. Any expenditures above the approved budget must be approved by the board of directors. Any money raised by committees reverts back to the general fund.

Section 4.5. Ad Hoc Committees. Ad hoc committees may be established at the discretion of the President and the board of directors. Chair-persons of ad hoc committees shall be appointed by the President or may be a volunteer with the approval of the majority of the board of directors, and shall function for the time required to accomplish the purpose of the committee, but shall not extend beyond the term of office of the current board of directors without consent of the new board of directors.

ARTICLE V

GENERAL MEETINGS

Section 5.1. General Meetings. Monthly general meetings will be held the third Tuesday of the month unless otherwise approved by the active members of the guild.

Section 5.2. Guild Year. The guild year runs from September through August.

Section 5.3. Notification of Changes. In the event that it becomes necessary to change the date of a meeting, the membership must be notified at least one week in advance of the date the meeting is to be held unless due to emergency conditions.

Section 5.4. Quorum. A quorum for the transaction of business at meetings shall consist of the active members in attendance at an official guild meeting. Guests and associate members shall not have voting privileges.

Section 5.5. Special Meetings. Special meetings and workshops are encouraged and should be held as often as programs can be developed. All members must be notified of such meetings and/or workshops at least one week in advance of the date they are to be held.

Section 5.6. Holidays. When planning workshops and other activities, every effort should be made to respect the diverse holidays represented within the membership and avoid scheduling during such days (e.g., Christmas, Easter, Good Friday, Passover, Yom Kippur, Rosh Hashanah).

ARTICLE VI

DUES

Section 6.1. Purpose. Annual dues shall not be assessed for the purpose of building up a treasury but shall be used for such operating expenses as speakers, postage, office supplies, publishing a newsletter, etc. All dues collected are the responsibility of the Treasurer.

Section 6.2. Annual Dues. The board of directors shall adjust annual dues and guest fees to meet the operating expenses of this organization, subject to the approval of a simple majority vote of members in good standing.

Section 6.3. Guest Fees. Guest fees shall be paid prior to the start of each monthly meeting. Guest fees may be applied to the annual membership dues if the guest joins the guild at the same meeting he/she attends as a guest.

Section 6.4. Fiscal Year. The fiscal year is September 1 through August 31 of each year. The appropriate dues for guild membership shall accompany all membership renewals and/or new member applications. Guild members whose renewal dues are not received by December 1 will forfeit their membership in the guild. After the March meeting, dues will decrease to one-half the amount set for the year.

ARTICLE VII

CONFLICT OF INTEREST

Section 7.1. Fiduciary Duty. Directors, officers and other persons engaged in the management of the corporation occupy positions of fiduciary trust and are obligated to discharge their duties in good faith and with undivided loyalty to the

corporation. They shall act in the course of their duties solely in the corporation's best interests without regard to the interests of any other organization or person with which they are related or associated and shall refrain from taking part in any transaction or exploiting any opportunity if they cannot act with undivided loyalty to the corporation.

Section 7.2. Disclosure. Directors, officers and other persons engaged in the management of the corporation shall disclose the material facts regarding (i) any interest, or any interest of an immediate family member, in any grantee of the corporation or in any organization or person furnishing property, goods or services to the corporation or otherwise engaged in a transaction with the corporation, (ii) any transaction involving the corporation that would benefit themselves, their immediate families, or any organization in which they have an interest, (iii) any opportunity within the scope of the corporation's activities that they or members of their immediate families wish to exploit, and (iv) any interest in any organization having a mission directly or indirectly in conflict with the corporation's mission.

Section 7.3. Approval Required. The corporation shall not enter into any transaction required to be disclosed under Section 7.2 unless it is approved by the board of directors. No director, officer or other person engaged in the management of the corporation shall exploit any opportunity within the scope of the corporation's activities without the approval of the board of directors.

Section 7.4. Abstention. Any director, officer or other person engaged in the management of the corporation seeking the approval required by Section 7.3 shall abstain from the consideration of, and voting on, the transaction or opportunity presented to the board of directors for approval, except to disclose the transaction or opportunity and answer questions about it. Any director so abstaining may be counted in determining the presence of a quorum.

Section 7.5. Definitions. The term "organization" includes without limitation any agency, entity, company, association, firm or other group, whether governmental or nongovernmental, and whether operated on a for-profit or nonprofit basis. The term "interest" includes without limitation any position as owner, officer, director, partner, member, employee, contractor, consultant, or beneficiary, but shall not include the ownership of less than five percent of the outstanding voting securities of a publicly held company. The term "immediate family" means parents, spouse, children, and grandchildren.

ARTICLE VIII

INDEMNIFICATION

Section 8.1. Right to Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or

investigative, by reason of the fact that such person is or was a director or officer of the corporation, or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporation, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

Section 8.2. Advance of Expenses. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

Section 8.3. Procedure for Determining Permissibility. To determine whether any indemnification or advance of expenses under this Article is permissible, the board of directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs. The reasonable expenses of any director or officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the corporation.

Section 8.4. Contractual Obligation. The obligations of the corporation to indemnify a director or officer under this Article, including the duty to advance expenses, shall be considered a contract between the corporation and such director or officer, and no modification or repeal of any provision of this Article shall affect, to the detriment of the director or officer, such obligations of the corporation in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 8.5. Indemnification Not Exclusive; Inuring of Benefit. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 8.6. Insurance, Security and Other Indemnification. The board of directors shall have the power to (i) authorize the corporation to purchase and maintain, at

the corporation's expense, insurance on behalf of the corporation and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

Section 9.1. Proposal. A change in the bylaws may be proposed in writing to the board of directors by a member or more than one member, by an ad hoc or standing bylaw committee, or by members of the board of directors.

Section 9.2. Approval of Amendments. After approval by a majority of the board of directors, proposed revisions shall be made available to the membership and announced at a general meeting, with voting to take place at the following general meeting. Amendments shall be approved by a simple majority of members in attendance at the general meeting.

ARTICLE X

DISSOLUTION AND DISPOSITION OF ASSETS

Section 10.1. Approval of Dissolution. The corporation may be dissolved by a two-thirds vote of the entire membership.

Section 10.2. Payment of Liabilities. Upon dissolution, the board of directors shall pay or make provision for payments of all liabilities of the guild.

Section 10.3. Disposition of Assets. In the event of dissolution, the board of directors shall dispose of all assets of the organization exclusively for the purposes of charitable and/or educational organizations, provided they qualify as a non-profit organization.

Section 10.4. Disposition of Remaining Assets. Any assets not so disposed of as set forth in Section 10.2 and Section 10.3 shall be turned over to and disposed by the appropriate court in the county in which the principal meeting place of the guild has been established.

ARTICLE XI

MISCELLANEOUS

Section 11.1. Logo. The logo of this organization shall not be used for any commercial purposes unless there is written approval by the board of directors. **[An example of the logo is provided in Exhibit A.]**

Section 11.2. Parliamentary Authority. Parliamentary authority shall be the current edition of Robert's Rules of Order. The observance of such rules of order at both general meetings and board meetings is the responsibility of the president. The guild bylaws shall be kept with the President's records and also be present at the general meetings and the board meetings.

Section 11.3. Initial Board of Directors. The initial board of directors are as follows:

Chris Candello - President
Jean Hayden - Vice President
Gail Dovalovsky - Treasurer
Marge Quinn - Secretary
Linda Hamel - Membership Secretary
Gloria Clark - Program Chair
Cathy Fennell - Newsletter Chair
Lou Chandler-Huey - Immediate Past President

Section 11.4. Initial Officers. The initial officers are as follows:

Chris Candello - President
Jean Hayden - Vice President
Gail Dovalovsky - Treasurer
Marge Quinn - Secretary
Linda Hamel - Membership Secretary