

THE VILLAGE QUILTERS, INC. BYLAWS

ARTICLE I NAME AND LOCATION

Section 1.1. Name. The name of this Corporation shall be **The Village Quilters, Inc.** (herein, the "Corporation/Guild").

Section 1.2. Location. The location of the initial principal office of this Corporation/Guild in the State of Tennessee shall be 145 Awohili Drive, Loudon, Tennessee, 37774. This Corporation/Guild may change the location of the principal office and may have such other offices either in or out of the State of Tennessee as the Board of Directors or the President may, from time to time, designate.

ARTICLE II OBJECTIVES, PURPOSES, AND POWERS

Section 2.1. Public Benefit Corporation. This Corporation/Guild shall operate as a public benefit corporation under the laws of the State of Tennessee.

Section 2.2. Purposes. The Corporation/Guild is organized exclusively as a nonprofit corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code for the purpose of preserving and continuing the traditions, culture, and history of quilting; to promote fellowship among interested persons in all aspects of quilting; to contribute to the knowledge of and promote the appreciation of fine quilts; to sponsor and support quilting activities; to encourage quilt making and collecting; to contribute to the growth of knowledge of quilting techniques, textiles, patterns and quilt makers through educational meetings and travel. The Corporation/Guild shall have all of the authority and specific powers necessary or convenient to accomplish its stated purposes, including without limitation all those addressed in Section 2.3 below. The purposes for which the Corporation/Guild is to be formed are for educational and/or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2.3. Powers. The powers of the Corporation/Guild shall include:

- (a) To receive, accept, hold, invest, and administer any gift, bequests, devises, benefits of trust and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes in connection with promoting and advancing the educational and/or charitable purposes of the Corporation/Guild.
- (b) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incidental to the accomplishment of its purposes.
- (c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its activities, and to secure the same by mortgage, pledge or lien on the Corporation/Guild's property.
- (d) To do and perform all acts reasonably necessary for, or incidental to, the accomplishment of the purposes of the Corporation/Guild, and to do any and all things and exercise any and all powers, rights and privileges which a Corporation may now or hereafter be authorized to do or exercise under the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated, Section 48-51-101, et seq., including, but not limited to the general powers authorized under Tennessee Code Annotated, Section 48-53-102, or the corresponding provision of any future Tennessee

Nonprofit Corporation Act, and may be permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. Board of Directors. The management of the property, activities, and affairs of the Corporation/Guild shall be vested in its Board of Directors.

Section 3.2. Number, Qualifications, Terms and Elections.

(a) Number/Composition. The Board shall be composed of not less than four (4) primary Directors; additional directors shall be designated and the exact total number of directors shall be ***fixed by a resolution of the Board of Directors*** from time to time.

(b) Qualification. Directors shall be in excess of 21 years of age, active Corporation/Guild members and familiar with the operations, activities, purposes and objectives of the Corporation/Guild.

(c) Election/Terms. The primary Directors shall be the Officers duly elected according to Section 4.1(c) below at an annual meeting. The term for all Directors shall be one (1) year beginning in January. Directors shall serve until such time as their successors are elected, or until such time as they are removed as set forth in Section 3.2(e) below.

(d) Vacancies. Any vacancy on the Board of Directors due to the death or resignation of a Director may be filled by the majority vote of the then remaining members of the Board of Directors at any regular or special meeting of the Board. Any successors elected shall serve only for the unexpired term of the deceased or resigned Director.

(e) Removal. Any Director may be removed from office as a Director at any time by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board of Directors.

Section 3.3. Meetings of the Board of Directors.

(a) Regular Meetings. Regular Meetings of the Board of Directors shall be held at such time and places as the Board shall decide, which shall include at least one annual meeting each year.

(b) Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or the President and shall be called by the Chair or President when any two members of the Board shall submit a request in writing for such meeting. The Chair or President shall cause notice of the time, place, and purpose of all special meetings to be given to the members of the Board of Directors at least three (3) days prior to the date of the proposed meeting.

(c) Notice. The Secretary shall cause notice of the time and place of each annual meeting or special meeting to be given to each Director by direct or oral communication, email or by mailing such notice to the last known address of the Director upon the records of this Corporation/Guild, at least (3) days prior to the meeting date. Notice need not be given of regular meetings of the Board of Directors held at times ***fixed by resolution of the Board of Directors***.

(d) Parliamentary Procedure. Roberts Rules of Order and all Resolutions, Policies and Procedures, as

written by the Board of Directors from time to time, shall govern the proceedings at all meetings of the Board of Directors and general meetings of the membership of the Corporation/Guild except when some are in conflict with the Charter or Bylaws of this Corporation/Guild.

Section 3.4. Voting.

(a) One Vote. Each Director shall be entitled to one vote on a matter requiring Board approval at all meetings of the Board of Directors.

(b) Quorum. A quorum at any meeting of the Directors shall be defined as a simple majority of the full board of directors.

(c) Vote Required to Adopt. Once a quorum has been established, a simple majority of the Directors present at a meeting including any Director's vote by proxy, if any, shall be sufficient to pass any motion at any meeting of the Board of Directors.

(d) Manner of Voting. All voting at meetings of the Board of Directors shall be by voice or show of hands, except when otherwise specified, or when a written ballot is requested by a majority of those Directors present and entitled to vote at such meeting.

Section 3.5. Power and Duties. The Board of Directors shall have the following powers and duties in addition to those given by the Charter of this Corporation and/or applicable law.

(a) Policy. It shall have control and be responsible for the property, activities and affairs of the Corporation/Guild and determine matters of policy pertaining thereto.

(b) Annual Statement. It shall cause to be prepared each year a statement of the affairs of this Corporation/Guild for the preceding year.

(c) Employment. It shall approve the employment of any person by the Corporation/Guild and his/her salary.

ARTICLE IV OFFICERS

Section 4.1. Officers, Terms, and Election

(a) Officers. The Officers of this Corporation/Guild shall be at least a President, a Vice President, a Secretary and a Treasurer.

(b) Term. The Officers of this Corporation/Guild shall be elected for a term of one year, and shall hold office until their successors are duly elected and qualified. No Officer shall serve in the same office for more than two (2) consecutive terms.

(c) Election. The Officers shall be elected by the Membership as defined in Section 6.1 below. The Board of Directors may, however, appoint such subordinate or assistant Officers as it deems necessary for the conduct of the affairs of this Corporation/Guild. Officers shall take office on January 1 of the following year.

Section 4.2. Duties of the President. The duties of the President of this Corporation/Guild shall be:

(a) Subject to the control of the Board of Directors, supervise and control any property and affairs of the Corporation/Guild, and sign with such other Officers as the Board may designate any deeds, notes, mortgages, and written contracts obligating this Corporation/Guild and/or its funds, as he/she is expressly authorized by the Board to sign, execute, and acknowledge on behalf of the Corporation/Guild.

(b) Take whatever steps necessary to implement the decisions of the board and to perform such other duties usually incident to such office.

Section 4.3. Duties of the Vice President. The duties of the Vice President of this Corporation/Guild shall be:

(a) In the absence of the President, or in the event of the President's death or inability to act, or at the direction of the President, perform all duties of the President; and when so acting, the Vice President shall have all the powers of and be subjected to all of the limitations upon the President.

(b) Perform such other duties usually incident to such office or as may be assigned by the President or the Board of Directors.

Section 4.4. Duties of the Secretary. The duties of the Secretary of this Corporation/Guild shall be:

(a) Keep the minutes of all meetings of the Board of Directors and the general meetings of the Membership.

(b) See that all notices are duly given in accordance with these Bylaws and other applicable law.

(c) Perform such other duties usually incident to such office or as may be assigned to him or her by the President or Board of Directors.

Section 4.5. Duties of the Treasurer. The duties of the Treasurer of this Corporation/Guild shall be:

(a) Keep a record of and account for all monies collected and disbursed, and prepare or cause to be prepared for presentation at the annual meeting of the Directors held each year, a report of the financial condition of the Corporation/Guild.

(b) Perform such other duties usually incident to such office or as may be assigned by the President or Board of Directors.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 Contracts. The Board of Directors may authorize any Officer or Officer's agent or agents of the Corporation/Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Guild, and such authority may be general or confined to specific instances.

Section 5.2. Loans. No loan shall be contracted on behalf of the Corporation/Guild and no evidence of indebtedness shall be issued in its name unless specifically **authorized by a resolution of the Board of Directors**. Such resolutions may be general or confined to specific instances.

Section 5.3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued by or in the name of this Corporation/Guild shall be signed by such Officer or Officers, or Officer's agent(s) of this Corporation/Guild and in such a manner as shall, from time to time, be **authorized by resolution of the Board of Directors**.

Section 5.4. Deposits. All funds of the Corporation/Guild not otherwise employed shall be deposited from time to time to the credit of the Corporation/Guild in such bank, or banks of trust companies, or other depositories as ***authorized by resolution of the Board of Directors.***

Section 5.5. Fiscal Year. The fiscal year of the Corporation/Guild shall commence on January 1 and end on December 31.

Section 5.6. Bond. Any officer or agent of the Corporation/Guild authorized to disburse corporate funds may be required to give bond if required by the Board of Directors.

Section 5.7. Audit. The Board of Directors shall cause a financial audit to be performed at the end of each fiscal year.

ARTICLE VI MEMBERSHIP AND DUES

Section 6.1. Membership. Membership shall consist of anyone who is interested in the purpose of the Corporation/Guild and shall be admitted to membership upon completion of the membership form and payment of dues in an amount set by the Board from time to time and approved by a vote of the Membership.

Section 6.2. Privileges of Membership. The members may participate in and support the projects and activities of the Corporation/Guild including but not limited to workshops or classes, have the privilege of voting on certain issues delegated to the Membership by the Board, have the privilege of holding office, and receive informational communications.

Section 6.3. Annual Meetings of Members. Each regular annual meeting of the Members shall be held in November of each year, or such other date as may be selected by the Board of Directors. Regular meetings of the Members shall be held not less frequently than once each calendar year.

Section 6.4. Special Meetings. Special meetings of the Members may be called by the President, a majority of the Directors, or, by the Members consisting of a quorum, as defined in 6.7 below, of the Membership. Notice of any special meeting shall state the time, place, and purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice.

Section 6.5. Notice of Meetings. At least three (3) but not more than sixty (60) days prior to a meeting, the Secretary shall mail, email or personally deliver to each Member of record a notice of each annual or special meeting of the Members at the address (mailing or email) such Member shall have designated in writing to the Corporation/Guild. The notice shall state the purpose of the meeting as well as the time and place where the meeting is to be held. The mailing of a notice of a meeting in the manner provided in this Section shall be considered service of notice.

Section 6.6. Place of Meetings. Meetings of the Members shall be held at the principal office of the Corporation/Guild or at such other suitable place convenient to the Members as may be designated by the Board of Directors.

Section 6.7. Quorum. A quorum at any meeting of the Membership shall consist of 35 percent of the paid membership at the time of the meeting.

Section 6.8. Vote Required to Adopt. Once a quorum has been established, a simple majority of the members

present at a meeting shall be sufficient to pass any motion at any general meeting of the Membership.

Section 6.9. Waiver of Notice. Whenever the Members are authorized to take any action after notice of a meeting, then any member's attendance at a meeting where a quorum is present and the action is taken shall constitute a waiver of notice for all members, attending and non-attending alike.

ARTICLE VII COMMITTEES

Standing or special committees may be created or appointed from time to time by the Board of Directors or by the President as the affairs of the Corporation/Guild may require.

ARTICLE VIII DISSOLUTION

The Directors must present any motion to dissolve the Corporation/Guild to the Membership for a vote. The Corporation/Guild shall be dissolved by distributing the assets of the Corporation/Guild in accordance with a plan of distribution whereby the assets are distributed exclusively to one or more religious, educational or charitable organizations which are not for profit and which are engaged in affairs substantially similar to those of the dissolving Corporation/Guild and which have qualified for exemption under the provisions of section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX AMENDMENTS

Section 9.1. Required Vote. These Bylaws may be amended by an affirmative vote of a majority of the Membership attending a meeting at which a quorum is determined to be present. A written notice to the Membership shall be provided at least thirty (30) days prior to such meeting and shall contain the proposed amendment or amendments.

Section 9.2. Action to Amend. Initiation of action to amend these Bylaws shall be by action of the Board of Directors, or by proposal to the Board of Directors by a petition of a quorum, as defined in Section 6.7 above, of the Membership. The Board of Directors must present any amendment so proposed to the Membership for a vote.

These Bylaws were adopted as and for the Bylaws of The Village Quilters, Inc., a Tennessee nonprofit Corporation, at the first meeting of the Board of Directors held on May 9, 2011.

Adopted: May 9, 2011

Rev1: March 09, 2012