

**AMENDED AND RESTATED BYLAWS
of
Quilters by the Sea, Inc.**

ARTICLE 1 – NAME

1.1 The name of the Corporation shall be Quilters by the Sea, Inc. (QBS).

ARTICLE 2 – PURPOSES

2.1. QBS is organized under Section 7-6-34 of the General Laws of Rhode Island, 1956, as amended (the “Act”), exclusively for charitable and educational purposes, including but not limited to education in the art of quilting as further expressed in Section 4.1, and also including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. In pursuing such purposes, QBS shall not act to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 3 – OFFICES

3.1 Registered Office. The registered office of QBS shall be Portsmouth, RI, or such other location in Rhode Island as the Board may from time to time determine.

ARTICLE 4 – MISSION STATEMENT

4.1 The mission of QBS is to instruct, encourage, and develop the art of quilting; to share techniques, ideas, and experiences; and to extend friendship.

ARTICLE 5 – NONDISCRIMINATION POLICY

5.1 QBS does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. We are committed to providing an inclusive and welcoming environment for all.

ARTICLE 6 – FISCAL POLICY

6.1 Fiscal Year. The fiscal year of QBS shall begin on January 1 and end on December 31.

6.2. Accounting, Deposits and Checks. The Board is authorized to select such banks or depositories as it shall deem proper for the funds of QBS. If needed, the Board shall determine who, if anyone, in addition to the President and Treasurer shall be authorized on QBS’s behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness according to QBS’s general operating procedures.

ARTICLE 7 – MEMBERS

7.1 Membership. QBS shall have members. Any individual interested in the purposes of QBS may become a member upon payment of the annual dues. Members shall be entitled to participate in all meetings of members and every member of QBS shall be entitled to one (1) vote at such meetings.

7.2 Regular Meetings. QBS shall hold regular business meetings except for the months of July and August. With proper notice, the Board can amend this schedule. These meetings will be conducted in accordance with *Roberts Rules of Order Revised* which states a quorum must be present. The presence in person of a majority of the membership shall constitute a quorum at Regular Meetings.

7.3 Annual Meeting. The Annual Meeting of the members shall be held on such day in May at such time and place as the Board shall determine, at which time year-end reports will be submitted by Officers and Committee Chairpersons. At the Annual Meeting in odd-numbered years the members shall elect Officers of QBS and transact such other business as may properly be brought before the meeting. The presence in person of a majority of the membership shall constitute a quorum at the Annual Meeting.

7.4 Dues. Dues shall be recommended by the Board and voted upon at each Annual Meeting. They shall be payable in September of each year. Dues not paid in full by November 30 will result in termination of membership.

7.5 Junior Membership. Junior Membership will be open to persons under the age of 18, who must be accompanied by an adult member of QBS.

7.6 Guests. Guest fees and limitations for non-members attending meetings or other activities will be set by the Board.

7.7 Donations. A contribution to the New England Quilt Museum (NEQM), as long as NEQM is recognized as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, in an amount determined by the Board will be made to honor a birth to or the passing of any current member of QBS. The same contribution will be made for the passing of any former President of QBS.

ARTICLE 8 – THE BOARD OF DIRECTORS

8.1 Powers. The Board of QBS shall have full authority to manage the business and affairs of QBS in accordance with these bylaws.

8.2 Qualifications and Responsibilities of the Board. Each Board member shall be an individual of full age and a member of QBS and need not be a resident of Rhode Island. Board members shall attend meetings of the Board and in general contribute to furthering the mission of QBS.

8.3 Number, Selection and Term. The Board shall consist of the following: four persons elected by the members at the Annual Meeting (who shall serve as Officers of the Corporation elected as set forth in Article 9), each person who serves as Chair or Co-Chair of a standing committee or one of its subcommittees, and the immediate Past President as ex-officio member, with each Board member to hold office until his or her successor shall have been duly selected and qualified.

8.4 Removal. Any Board member may be removed from office by action of the members, without the assignment of any cause, at any duly convened meeting of the members, provided that written notice of

the intention to consider removal of such Board member has been included in the notice of the meeting. No Board member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

8.5 Unanimous Consent of Board Members. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Board members in office and shall be filed with the minutes of QBS.

8.6 Regular Meetings. Regular meetings of the Board shall be held monthly from September through June or as determined by the Board, with a minimum of two (2) meetings annually.

8.7 Special Meetings. Special meetings of the Board may be called by the President of QBS or by two (2) Board members at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the Board.

8.8 Quorum. A majority of the Board members in office shall be necessary to constitute a quorum for the transaction of business.

8.9 Vote. Every Board member shall be entitled to one (1) vote. The acts of a majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board.

ARTICLE 9 – OFFICERS

9.1 Positions, Selection, Term. The Officers of QBS shall include a President, Vice President, Secretary and Treasurer and such other Officers whose positions shall be created from time to time by the Board. No person may hold more than one office. The Officers shall be elected by the members at the Annual Meeting as put forth in section 9.2. Each Officer shall serve for a term of two years, at which time the Officer is eligible for re-election.

9.2 Nominations and Election. Each February of the election year, the President shall appoint a Nominating Committee. The Nominating Committee shall seek recommendations for considerations from the membership. The slate of nominated Officers will be presented at the April meeting. Floor nominations also will be accepted at the April Meeting. If there is only one candidate for each office, a floor vote will be taken at the Annual Meeting in May. If there is more than one candidate for any office, a secret ballot will be used as determined by the Board.

9.3 Powers and Duties.

9.3.1 The President shall preside at all meetings, appoint committee chairpersons, sign all official documents and papers of the organization and be an ex-officio member of the Board following their term of office. The President shall sign checks in the absence of the Treasurer. The President also serves as an ex-officio member of any standing committee.

9.3.2 The Vice President shall perform all the duties of the President in the absence of the latter.

9.3.3 The Secretary shall be responsible for the taking of the minutes at all meetings, handling all correspondence for the organization, receiving and filing reports of all committee chairpersons, and maintaining accurate membership rosters.

9.3.4 The Treasurer shall notify the members that dues are payable each September; collect all contributions and other monies of the organization and deposit same in an authorized depository; pay all obligations of the organization; keep an accurate record of all monies received and disbursed; and present a report on the financial condition of the organization at all meetings.

9.4 Removal of Officers. Any Officer or agent may be removed by the Board whenever in its judgment the best interests of QBS may be served thereby.

ARTICLE 10 – COMMITTEES

10.1 Establishment of Committees. The Board may establish committees to consist of one or more members of QBS and delegate to them such powers and duties as the Board may consider appropriate. The Chairpersons of the Standing Committees shall appoint members of their committees, if and when needed; direct the work entrusted to the committee; collaborate with the Officers; and present a report on the activities to the membership at the Annual Meeting.

10.2 Standing Committees. The standing committees shall be:

10.2.1 Programs (including but not limited to arranging monthly activities and/or speakers and workshops).

10.2.2 Ways and Means (including but not limited to the Raffle Quilt Subcommittee).

10.2.3 Membership.

10.2.4 Communications (including but not limited to Newsletter, Website, and Social Media Subcommittees).

10.2.5 Member Activities (including but not limited to Hospitality, Sunshine and Shadow, and Block and Fabric Exchange Subcommittees).

10.2.6 Community Service (including but not limited to Baby Quilts and/or other charitable quilt donations).

10.2.7 Quilt Show.

10.3 Special Committees. The special committee shall be:

10.3.1 Nominating.

10.4 Additional Committees. The organization shall delete or establish such additional committees as deemed necessary.

10.5 Appointment of Chairpersons. Unless otherwise determined by the Board or set out in these bylaws, the President shall appoint Chairpersons or Co-Chairpersons of all committees.

ARTICLE 11 – RESIGNATION AND VACANCIES

11.1 Resignations. Any Board member or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Board, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

11.2 Filling Vacancies. If the position of President becomes vacant by reason of death, resignation, disqualification or otherwise, it will be filled by the sitting Vice President. If the position of any other Officer or Board member becomes vacant by reason of death, resignation, disqualification or otherwise, the Board may fill such vacancy for the remainder of the term.

ARTICLE 12 – MEETINGS AND NOTICE

12.1 Place of Meetings. Meetings may be held at such place within or without Rhode Island as the Board may from time to time determine.

12.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy by first class or express mail, postage prepaid; courier service, charges prepaid; electronic mail; or by facsimile transmission, to that person's address, electronic mail address or facsimile number appearing on the books of QBS, or supplied by that person to QBS for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these bylaws.

12.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 13 – LIABILITY AND INDEMNIFICATION

13.1 General Rule. A Board member shall not be personally liable for monetary damages as Board member for any action taken, or any failure to take any action taken, or any failure to take any action, unless:

- (a) the Board member has breached or failed to perform the duties of a Board member in accordance with the standard of conduct contained in Section 7-6-6 of the Act and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Board member pursuant to any criminal statute or (b) the liability of a Board member for the payment of taxes pursuant to local, state or federal law.

13.2 Indemnification. To the fullest extent permitted by the Act, QBS shall indemnify any current or former Board member or Officer of QBS and may, at the discretion of the Board, indemnify any current or former employee or agent of QBS against all expenses, judgments, fines and amounts paid in settlement actually or reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding brought by or in the right of QBS or otherwise, to which he or she was or is a party or is threatened to be made a party by reason of his or her current or former position with QBS.

13.3 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section 13.2, and may, in any other case, be paid by QBS in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by QBS.

13.4 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this article shall continue as to any person who has ceased to be an Officer, Board

member, or representative of QBS and shall inure to the benefit of the heirs, executors and administrators of such person.

13.5 Other Rights. This article shall not be exclusive of any other right which QBS may have to indemnify any person as a matter of law.

ARTICLE 14 – AMENDMENTS

14.1 The Articles of Incorporation and the bylaws may be amended at any duly convened meeting of members after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, by the vote of at least a majority of the votes that members present at the meeting or represented by proxy are entitled to cast.

History of Approvals

Revision #	Creation/Revision	Approval Date
0	New document created	3/1/2007
1	By-Laws, Article II, Dues – added same contribution will be made for the passing of any former President of Quilters by the Sea (QBS)	6/6/2019
2	Constitution, Article V Committees – changed newsletter to Communications and added items of inclusion; changed Block of the Month to Member Activities and added items of inclusion; changed Quilt Show from Special Committee to Standing Committee. Article VIII Meetings – added “at least” two weeks prior to Executive Board meetings frequency. By-Laws, Article I – changed: “She” shall sign checks to “The President”... ; added “collaborate with Officers” to responsibilities of Chairpersons on Standing Committees. Article II, Dues – added Junior Membership information	3/5/2020
3	Bylaws rewritten to comply with requirements of 501(c)3 status. Specified Fiscal Year period. Changed the date dues are due from May to September	6/3/2021

Signature Manifest

Item	Name/Position	Date
Prepared by:	Catherine Hawkes/Bylaws Committee	3/15/2021
Reviewed by:	Barbara J Saar/Treasurer	5/27/2021
Approved by:	Susan Rood/President	5/27/2021