

RESOLUTION OF THE BOARD OF DIRECTORS OF Mountain Meadow Quilters

WHEREAS, Article Number V, Section 1 of the bylaws of Mountain Meadow Quilters Guild currently states that the officers of this Guild shall be a President, Vice President, Immediate Past President(s), Program Director, Education Director, Secretary, Treasurer, Membership Director, Newsletter Director, and Community Quilts Director, and

WHEREAS, the Board of Directors has determined that reducing the number of director positions to five (5) members will streamline governance, increase operational efficiency, and better serve the organization's current needs; and

WHEREAS, the proposed amendment maintains compliance with Oregon state law requiring a minimum of three (3) directors;

NOW, THEREFORE, BE IT RESOLVED, that Article Number V, Section 1 of the bylaws is hereby amended and restated in its entirety to read as follows:

"Section 1. Number of Directors. The organization shall have a Board of Directors consisting of five (5) members to include President, Immediate Past President, Vice President, Secretary, and Treasurer. This reduction shall be achieved by attrition as current terms expire or vacancies occur, until the total headcount reaches five. These officers represent MMQ Guild and shall perform the duties prescribed by these bylaws.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS, Article Number V, Section 1 a of the bylaws of Mountain Meadow Quilters Guild currently states that each of the ten positions may be held by one individual or co-chaired by two individuals and

WHEREAS, in order to reflect the correct number of directors and

NOW, THEREFORE, BE IT RESOLVED, that Article V, Section 1 a of the bylaws is hereby amended and restated in its entirety to read as follows:

Section 1. A. Co-chairs. Each of the five positions may be held by one individual or co-chaired by two individuals.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS, Article Number V, Section 1, c Term of Office, of the bylaws of Mountain Meadow Quilters Guild currently states The President shall serve for a term of one year as President and one year as Immediate Past President. The Vice President shall serve for a term of one year and may choose to be President the following year. The Program Director, Education Director, Secretary, Treasurer, Membership Director, Newsletter Director and Community Quilts Director shall serve a term of one year. Their terms of office shall begin January 1 of the following year.

There may be Assistant Directors for Program and Education. The Assistant Directors may become the Directors of their respective committees the following year to maintain continuity of leadership, and

WHEREAS, in order to reflect the correct number of directors and

NOW, THEREFORE, BE IT RESOLVED, that Article V, Section 1, c of the bylaws is hereby amended and restated in its entirety to read as follows:

c. Term of Office. The President shall serve for a term of one year as President and one year as Immediate Past President. The Vice President shall serve for a term of one year and may choose to be President the following year. The Secretary and Treasurer shall each serve a term of one year. Their terms of office shall begin January 1 of the following year.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS, Article V, Section 1, d Voting, of the bylaws of Mountain Meadow Quilters Guild states that each of the ten office positions has one vote and

WHEREAS in order to reflect the correct number of directors and

NOW, THEREFORE BE IT RESOLVED, that Article V, Section 1, d Voting of the bylaws is hereby amended and restated in its entirety to read as follows:

D. Voting. Each of the 5 office positions has one vote.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS Article V, Section 5 Program Director, the Board of Directors of Mountain Meadow Quilters Guild has determined that the roles and duties associated with the section titled Article V, Section 5 Section, Program Director is no longer necessary due to the termination of this position on the board.

NOW, THEREFORE BE IT RESOLVED, that Article V, Section 5 will be deleted in its entirety. All subsequent sections within this Article shall be renumbered accordingly to reflect this deletion.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS Article V, Section 6 Education Director, the Board of Directors of Mountain Meadow Quilters Guild has determined that the roles and duties associated with the section titled Article V, Section 6 Section, Education Director is no longer necessary due to the termination of this position on the board.

NOW, THEREFORE BE IT RESOLVED, that Article V, Section 6 will be deleted in its entirety. All subsequent sections within this Article shall be renumbered accordingly to reflect this deletion.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS Article V, Section 9 Membership Director, the Board of Directors of Mountain Meadow Quilters Guild has determined that the roles and duties associated with the section titled Article V, Section 5 Section, Membership Director is no longer necessary due to the termination of this position on the board.

NOW, THEREFORE BE IT RESOLVED, that Article V, Section 9 will be deleted in its entirety. All subsequent sections within this Article shall be renumbered accordingly to reflect this deletion.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS Article V, Section 10 Newsletter Director, the Board of Directors of Mountain Meadow Quilters Guild has determined that the roles and duties associated with the section titled Article V, Section 10 Section, Newsletter Director is no longer necessary due to the termination of this positions on the board.

NOW, THEREFORE BE IT RESOLVED, that Article V, Section 10 will be deleted in its entirety. All subsequent sections within this Article shall be renumbered accordingly to reflect this deletion.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS Article V, Section 11 Community Quilts Director, the Board of Directors of Mountain Meadow Quilters Guild has determined that the roles and duties associated with the section titled Article V, Section 11, Community Quilts Director are no longer necessary due to the termination of these positions

NOW, THEREFORE BE IT RESOLVED, that Article V, Section 11 will be deleted in its entirety.

All subsequent sections within this Article shall be renumbered accordingly to reflect this deletion.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS Article VI, Section 1 Members. The Bylaws of Mountain Meadow Quilters Guild currently states The members of the Board of Directors shall be the offices of the Guild: President, Vice President, Immediate Past President, Program Director, Education Director, Secretary, Treasurer, Membership Director, Newsletter Director and Community Quilts Director. WHEREAS, the Board of Directors has determined that reducing the number of director positions to five (5) members will streamline governance, increase operational efficiency, and better serve the organization's current needs; and WHEREAS, the proposed amendment maintains compliance with Oregon state law requiring a minimum of three (3) directors; NOW, THEREFORE, BE IT RESOLVED, that Article Number VI, Section1 of the bylaws is hereby amended and restated in its entirety to read as follows:

Article VI, Section 1 Members. The members of the Board of Directors shall be the offices of the Guild: President, Vice President, Immediate Past President, Secretary and Treasurer.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

WHEREAS Article VII, Section 2 Term of Office, The Bylaws of Mountain Meadow Quilters Guild currently states that Members of standing committees shall be appointed by the Director of said Committee for a term of one year. Members of special committees shall serve for whatever length of time is necessary to complete the work of the committee and then be discharged by the Director of said Committee. WHEREAS, the Board of Directors has determined that appointment to standing committee chair positions shall be by the Board of Directors. Members of special committees shall serve for whatever length of time is necessary to complete the work of the committee and then be discharged by the committee chair person. NOW, THEREFORE, BE IT RESOLVED, that Article VII, Section 2 is hereby amended and restated in its entirety to read as follows;

Article VII, Section 2 Term of Office. Members of standing committees shall be appointed by the Board of Directors for a term of one year. Members of special committees shall serve for whatever length of time is necessary to complete the work of the committee and then be discharged by the committee chair person of said Committee.

BE IT FURTHER RESOLVED, that this amendment shall take effect immediately upon adoption by the Board.

RECORD OF VOTE

* Total Number of Board Members Present: _____

* Votes in Favor: _____

* Votes Opposed: _____

* Abstentions: _____

CERTIFICATION

The undersigned hereby certifies that she is the duly elected and acting Secretary of Mountain Meadow Quilters Guild, and that the foregoing resolution was adopted by the Board of Directors at a legally convened meeting held on _____, 2026.

Notes:

Keep a "Change Log" or "Amendments" appendix at the back Organizations bylaws noting the date this section was deleted.