

**AMENDED AND RESTATED BYLAWS OF
MOUNTAIN MEADOW QUILTERS**

ARTICLE I: Purpose

The corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

ARTICLE II: PRINCIPLES

Section 1. Mountain Meadow Quilters does not discriminate on the basis of race, color, creed, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Section 2. Mountain Meadow Quilters shall be non-sectarian and non-partisan.

ARTICLE III: Mission Statement

Mountain Meadow Quilters shall promote the art of quilt making through education and charitable giving. All levels of skill and ability shall be encouraged and supported.

ARTICLE IV: Membership

Section 1. The membership of Mountain Meadow Quilters (hereinafter the "Guild") shall maintain a current list of all members. Members shall be those who pay the dues established by the membership. All members shall be encouraged to participate in the activities of the Guild.

Section 2. Dues. The Board of Directors shall recommend the amount of annual dues, upon approval of the membership, payable to the Guild by members. Anyone joining the Guild after October 1 shall have their membership extended through the following year.

a. Payment. Dues shall be paid by January 31.

b. Nonpayment. Dues are considered delinquent when not paid by January 31, at which time the member's name shall be deleted from the roster and membership terminated.

Section 3. Voting Rights. Each member shall have one vote on each matter presented to the Membership.

ARTICLE V: Officers

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.

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

b. Election. The officers of this Guild shall be elected by the members at the first meeting in November.

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.

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

e. Vacancies. A vacancy, temporary or permanent, of any elected office shall be filled by the President as soon as possible with the appointee serving out the vacated term.

Section 2. President. The office of President shall be the principal office of the Guild. The President shall give general supervision to the membership and shall be responsible for the meetings of the Guild and the Board of Directors. The President may speak for the Guild and may sign any contracts or other instruments authorized by the membership. The President shall oversee Guild functions and have such other powers and duties as may be prescribed by the membership.

Section 3. Vice President. The office of Vice President shall act as the President in the absence of the President.

Section 4. Immediate Past President. The office of Immediate Past President shall be a resource to the President and the Board of Directors.

Section 5. Secretary. The office of Secretary shall keep the minutes for Business and Board of Directors' meetings, and upon the President's approval, shall provide the minutes to the Newsletter Director in time for publication of the next newsletter. The Secretary shall be responsible for the correspondence of the Guild as directed by the President and/or Board of Directors. The Secretary shall perform other duties as assigned by the President and/or Board of Directors.

Section 6. Treasurer. The office of Treasurer shall be responsible for all monies of the membership and keep the bank accounts in order. The Treasurer shall pay all bills and be accountable for all financial matters. The Treasurer shall be responsible for taking and recording the dues of members and providing the information to the Membership Director in a timely manner. The Treasurer shall make the bank statements and receipts for all bills paid available to the Audit Committee. The Treasurer shall perform other duties as assigned by the President and/or Board of Directors.

ARTICLE VI: Board of Directors

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.

Section 2. General Powers. The affairs of the Guild shall be managed by the Board of Directors and shall include preparation of the annual budget.

Section 3. Meetings. The Board of Directors may determine the time and place of regular and/or special board meetings.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. Voting. If a quorum is present, a majority affirmative vote shall constitute the decision of the Board.

Section 6. Conflict of Interest. Any Director who has a financial, personal, or official interest in, or conflict, or appearance of a conflict, with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussing and voting on any such matter.

Section 7. Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

ARTICLE VII: Committees

Section 1. There shall be standing and special committees as provided in these bylaws and others as may be deemed necessary by the Board of Directors. The President shall be an ex officio member of all committees except the Nominating committee.

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.

Section 3. Standing Committees. Standing committees shall include: Program, Education, Hospitality, Newsletter, Community Quilt Projects, Historian, and Communications/Webmaster.

a. Program. The Program Committee shall consist of the Program Director, the Assistant Program Director and such other members as are appointed by the Program Director. Under the leadership of the Program Director the Program committee shall organize the programs presented at the general business meetings and shall organize special programs for the membership.

b. Education. The Education Committee shall consist of the Education Director, the Assistant Education Director and such other members as are appointed by the Education Director. Under the leadership of the Education Director the Education Committee shall set goals to improve the quilting skills of the membership. Classes and demonstrations shall be scheduled each month in coordination with the programs planned by the Program Committee.

c. Hospitality. The Hospitality Committee shall be responsible for greeting visitors and new members. Other duties shall include coordinating refreshments at meetings, and other similar duties as required. The duties should be rotated among the Committee members.

d. Newsletter. The Newsletter Director and committee shall be responsible for the design, printing and distribution of the monthly newsletter.

e. Community Quilts. The Community Quilts Director shall assist in planning and overseeing the quilted philanthropic projects of the Guild. The Community Quilts Committee shall plan workshops for members to work on selected community quilts.

f. Historian. The Historian shall record the history of the Guild and retain the publicity and information about the Guild and its projects. The Historian shall take or procure photos of the Guild and its projects and maintain a history of all items.

g. Communications/Webmaster. Communications shall be responsible to maintain a current list of email addresses, send emails to the membership, make announcements, keep the membership up to date by reminding them of meetings and when the newsletter has been posted to the website. The Webmaster shall maintain the Guild's website.

Section 4. Special Committees. Special Committees may be of a short or long duration and may or may not occur.

a. Nominations. The Nominations Committee is created at the discretion of the Vice President or Co-Presidents and can consist of three members appointed by the Vice President or Co-Presidents. The Vice President or Co-Presidents shall prepare a list of candidates for the elective offices (hereinafter the "slate") and report its recommendations to the Board for approval prior to the first Guild meeting in October. The Vice President or Co-Presidents will present the slate to the membership at the first Guild meeting in October and the membership shall vote to approve the slate in its entirety at the first Guild meeting in November.

b. Bylaws. A Bylaws Committee of three or more members shall be appointed by the President or Co-Presidents and/or Vice President to serve as needed.

c. Sunriver Quilt Show. The Sunriver Quilt Show Committee shall work with the Guild and the management of the Village at Sunriver to coordinate the annual quilt show.

d. Sisters Outdoor Quilt Show. The Sisters Outdoor Quilt Show Committee shall work with the Guild and the Sisters Outdoor Quilt Show to coordinate the Guild's participation in the annual Sisters Outdoor Quilt Show.

e. Annual Party. The Annual Party Committee shall coordinate the Guild's end of the year celebration.

f. Block of the Month (BOM)/Technique of the Month (TOM). The BOM/TOM Coordinator shall organize appropriate presentations monthly.

1) Block of the Month (BOM). Instructions for a block are presented monthly with the result being a finished quilt at the end of the year.

2) Technique of the Month (TOM). There shall be a presentation monthly of different quilting or related techniques.

g. Drawings. The Drawings Committee shall consist of two or more members who shall obtain items from shop owners for monthly drawings.

h. Applique. The Applique committee shall organize classes on non-meeting days to demonstrate and teach applique skills.

i. Retreat Committee. The Retreat Committee shall plan the activities of the Guild's retreat.

j. Mercantile Committee. The Mercantile Coordinator and committee shall plan and schedule classes for the making of mercantile items and coordinate the selling of those items at the Sunriver Quilt Show.

k. Audit Committee. The audit committee shall consist of two or more members appointed by the President or Co-Presidents and/or Vice President to audit the financial records of the Guild.

I. Secret Pals. The Secret Pals Coordinator shall organize the Secret Pals Program.

ARTICLE VIII: Awards and Recognition

Section 1. Master Quilter. This award honors a member who has made contributions in support of the goals of the Guild and whose skills and workmanship the membership admires/respects.

a. Nomination. Any member shall have the opportunity to nominate another member for Master Quilter. The nomination shall list how the member has served the Guild and how their skills and expertise are recognized. The Master Quilter nominee must be willing to accept the nomination.

b. Qualifications. Workmanship and Service to the Guild are equally important criteria.

c. Election. Election for Master Quilter shall be by secret ballot of the membership.

d. Presentation. The presentation of the Master Quilter Award shall be given at the Annual Party.

e. Expectations. The Master Quilter shall be available for professional and technical guidance to the members and their various projects.

Section 2. Recognition. The Board of Directors shall have the authority, from time to time, to grant awards of recognition to members of the Guild who provide or give exceptional service to the Guild.

ARTICLE IX: Meetings

Section 1. Guild meetings and activities shall be scheduled by the Board of Directors and approved by the membership.

Section 2. Place of Meeting. The place of the meeting shall be designated by the Board of Directors and/or a majority of the members present when voting on such matters.

Section 3. Special Meetings. Special meetings of the Guild may be called by the President or Co-Presidents, Vice President, a majority of the Board of Directors, or a majority of the members. Written notice of special meetings shall be announced in the Guild newsletter, website or email.

Section 4. Quorum. In order for the Guild to vote on business matters at any meetings of the Guild, there shall be at least 25% of the membership present at the meeting. Votes shall be cast only in person and during the business portion of the meeting, other than matters requiring a secret ballot.

Section 5. Guests. Guests who are interested in the purposes and activities of the Guild may attend three meetings as guests before making the decision to become a member.

ARTICLE X: Indemnity

The corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation.

No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the latter of the effective date of the amendment or the date that notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions in the most liberal possible indemnification-substantively, procedurally, and otherwise.

ARTICLE XI: General Provisions

Section 1. Fiscal Year. The fiscal year of the Mountain Meadow Quilters shall be from January 1 to December 31 inclusive.

Section 2. Contracts. The Board of Directors may authorize any officer or representative of the Guild to enter into any contract on behalf of the Guild. Such authority may be general or for specific instances. The Board may from time to time defer authorization to a vote by the membership.

Section 3. Gifts. The Board of Directors and/or the membership may accept any contribution, gift or bequest for general or specific purposes of the Guild. a. Members may donate quilting related items. These items may be distributed as prizes or by drawing at Guild events, other than the business meetings. b. Donated fabric, batting or thread may be used for community quilts.

Section 4. Books and Records. The Guild shall keep complete and correct records of account and shall also keep minutes of the meetings of the Guild and the Board of Directors as provided in these bylaws. All books and records are open to inspection by any member for any proper purpose at any reasonable time.

ARTICLE XII: Amendments to Bylaws

These bylaws may be amended at any regular or special meetings of the membership by a majority vote of a defined quorum. The proposed amendment(s) shall be announced, in writing, at least 30 days prior to that meeting.