

Quilters of South Carolina, Incorporated
ByLaws

ARTICLE I: Name, Purpose, and Location

Section I: This organization shall be known as the Quilters of South Carolina, Incorporated hereinafter called "QSC". The purpose of QSC shall be to recognize individual quilt makers and quilt groups within the membership; to provide opportunities for communication, education, and participation; and to promote the art and craft of quilt making.

Section II: The address for QSC shall be PO Box 211275, Columbia, SC 29221-6275.

Section III: QSC is a 501(c)3 organization as defined by the Internal Revenue Service and shall be non-profit, nonpartisan and nonsectarian.

Section IV:

- a. Notwithstanding any other provisions of its Charter or the By-laws, QSC shall not carry on any activities not 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 or the corresponding provision of any future United States Internal Revenue Code.
- b. QSC shall comply with all charitable fundraising laws of South Carolina.
- c. In the event of dissolution, the residual assets of QSC will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue code, or to the Federal, State, or local government for exclusively public purposes.
- d. No part of any net earnings of resources of QSC shall inure to the benefit of any individual, or to any Director or Officer of QSC, except that reasonable compensation may be paid for services rendered to or for QSC affecting one of its purposes. No Director or Officer of QSC or any private individual shall be entitled to share in the distribution of any of QSC's assets on dissolution of QSC.
- e. The purposes for which QSC is organized are exclusively charitable and educational within the meaning of section 501(c) (3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE II: Membership

Section I: MEMBERSHIP. Active participants in quilting who are interested in the purposes and goals of QSC are eligible for membership regardless of age, sex, race, quilting experience, or skill level upon application and payment of dues. A member is in good standing when dues are paid in full and current. Any member 17 years of age and under must be accompanied to

QSC events by an adult. A member may be removed from membership by a 2/3 vote of the board of directors.

Section II: DUES. Membership dues shall be at such rate, schedule or formula as may from time to time be prescribed by the board of Directors and approved by the general membership at a regular meeting of QSC. The annual dues are payable by the end of the anniversary month of the member's first application and payment.

Section III: BENEFITS. Every member, in good standing shall be entitled to cast a single vote on all matters to be decided by the membership; to register for meetings; to receive a subscription to the newsletter and membership directory.

Section IV: TEACHERS. Teachers at all QSC functions must be QSC members in good standing, with the exception of keynote speakers.

Section V: VENDORS. To be an eligible vendor at QSC functions, the business license holder must provide services or products of interest to guild membership. Vendors may be from outside South Carolina and are not required to hold membership in QSC. Vendor selection will be determined by the event committee.

ARTICLE III: Officers and Board of Directors

Section I: THE GOVERNING STRUCTURE.

- a. QSC governing structure consists of an Executive Board of Directors and a full Board of Directors. The Executive Board of Directors consists of officers elected as President, Vice President, Secretary, Treasurer, Registrar, Newsletter Editor and Membership Chair and the appointed Chairs of the Annual Spring Meeting and Pieceable Retreat. These Executive Board members constitute the complete voting strength of the Executive Board,
- b. The Executive Board is authorized to manage the affairs of QSC including the ability to spend money, enter into contracts, borrow money, purchase or lease equipment and represent the membership when meeting with government or commercial entities.
- c. The Executive Board may elect to remove any officer or deny membership to a person due to misconduct.
 1. The President, Vice President, Secretary and Treasurer perform the normal duties of those positions.
 2. The Registrar is responsible for all registration procedures conducted for QSC events.
 3. The Chair, Annual Spring Meeting is responsible for planning, directing and implementing the Annual Spring Meeting.
 4. The Chair, Fall Pieceable Retreat is responsible for planning, directing and implementing the annual Pieceable Retreat. The current Chair shall receive a scholarship to the Fall Pieceable Retreat for which the Chair is responsible.

If two or more people simultaneously chair this position, the Executive Board may award more than one scholarship for this position.

- d. The full Board of Directors consists of seven district representatives, any area representatives so needed, committee chairs not part of the Executive Board of Directors and the immediate past president. These Board of Directors members' responsibility is to provide expertise and input to the Executive Board of Directors on matters pertaining to QSC. These board members are appointed to the Board by the President and have no voting privileges.

Section II: ELECTIONS. Elected Executive Board members shall serve a two-year term of office commencing at the annual election. The annual elections will take place at the Regular Meeting of the general membership in the first half of the calendar year. No elected Executive Board member will serve more than two consecutive terms in one office. Elected Board members shall then be eligible to run for any other open office. Unexpired terms shall be filled to their expiration date through appointment by the President and approval of the Board of Directors. In even numbered years, the Vice-President, Treasurer, Registrar and Membership Chairperson shall be elected. In odd numbered years the President, Recording Secretary, and Newsletter Editor shall be elected. Appointed Board members are eligible to be elected to all Board offices.

Section III: REPRESENTATIVES, CHAIRPERSON AND THE IMMEDIATE PAST PRESIDENT.

- a. District Representatives. District Representatives shall serve on the Board of Directors as non-voting members. Their responsibility is to provide expertise and input on their district, to serve as regional contact for each district and to serve on standing committees as appointed by the President. The District Representatives shall be appointed from the following counties in the state:
 - District I: Anderson, Greenville, Oconee and Pickens.
 - District II: Cherokee, Chester, Lancaster, Spartanburg, Union and York.
 - District III: Abbeville, Aiken, Edgefield, Greenwood, Laurens, McCormick, Newberry, and Saluda.
 - District IV: Calhoun, Fairfield, Kershaw, Lexington, Orangeburg, and Richland.
 - District V: Chesterfield, Clarendon, Darlington, Dillon, Florence, Georgetown, Horry, Lee, Marion, Sumpter and Williamsburg.
 - District VI: Allenburg, Bamberg, Barnwell, Beaufort, Colleton, Hampton, and Jasper plus all out-of-state (OOS) members.
 - District VII: Berkeley, Charleston, and Dorchester.

- b. The Executive Board of Directors may at any time, adjust the district divisions to better serve the membership distribution in the state.
- c. At-large members are appointed by the President in order to participate in special projects. They are expected to attend all Board meetings without a vote and participate at all statewide and regular QSC meetings and special functions.
- d. The following Committee Chairs are members of the Board of Directors without a vote and are appointed by the President. They attend all Board meetings and participate at all statewide and regular QSC meetings and special functions.
 - 1. Historian. The Historian shall provide an on-going record of all organizational activities, including an archive of all past business meeting minutes, newsletters, and special events.
 - 2. Publicity Committee. The Publicity Committee Chair is responsible for informing the public about the activities and accomplishments of QSC.
 - 3. Ways and Means. The Ways and Means Committee Chair secures various QSC promotional goods, including the gift given each year to Pieceable Retreat attendees, as well as items designated for sale to the general membership. This committee also maintains inventory, transports, stocks, displays and supervises the Ways and Means table at QSC meetings.
 - 4. Website. The Webmaster is responsible for creating and maintaining the QSC web site, providing updates as necessary, forwarding inquiries to the appropriate parties, and ensuring the site reflects the mission of QSC.
 - 5. Events Chair. This chair is responsible for the planning and direction of various events such as Spring Into Summer Sew-In, State Fair, and Gathering of Quilters.
- e. Immediate Past President. The Immediate Past President attends all Board meetings, participates at all statewide and regular QSC meetings and special functions, and serves on the Nominating Committee.

Section IV: STANDING COMMITTEES. The following committees will be appointed by the President with the approval of the Executive Board of Directors. The chairpersons for these committees will be from the current Board

- a. Nominating Committee. The president will appoint the Nominating Committee which will consist of the immediate past president and at least two members. A board member will chair this committee. It is the responsibility of this committee to nominate candidates to fill the Executive Board Officer positions. They also recommend District and Area Representatives for appointment. The committee will be appointed six months prior to the annual election. Any QSC member may volunteer for consideration by contacting the chairperson of the Nominating Committee. The proposed slate of officers shall be received by the membership 10 days prior to the annual election.
- b. Finance Committee. The Finance Committee shall consist of the Treasurer, the President and one additional Executive Board member. They shall prepare an annual budget to be presented to the general membership for approval at each

Spring Meeting. This committee also oversees all fundraising and grant applications.

ARTICLE IV: Meetings

Section I: BOARD OF DIRECTORS MEETINGS. The Board of Directors shall meet four times per year and shall be responsible for reports of these meetings to the general membership. Meetings may be held electronically or telephonically provided all members can simultaneously hear one another.

Section II: STATEWIDE REGULAR MEETINGS. The general membership shall meet twice a year at locations around the state to be selected and approved by the Board of Directors. The meetings shall be in the first half of the calendar year and the second half of the calendar, respectively. Meetings may be held electronically in the event of an emergency.

Section III: QUORUM. Fifty percent of the Executive Board constitutes a quorum for Executive Board meetings and 15 percent of the membership constitutes a quorum for regular meetings.

ARTICLE V: Endowment Fund

- a. An Endowment Fund is established. The principal amount of any donation to the Endowment Fund will remain in perpetuity and the investment earnings will be available for the benefit of the organization. Funds in the Endowment Fund must be kept separate from any other funds held by the organization. The Board of Directors will establish a written set of investment guidelines which may be made available to any potential donor.
- b. Donors may make unrestricted or restricted donations to the Endowment Fund. The Executive Board of Directions will determine the use of investments earnings from non-restricted donations. For restricted donations, the donors must state in writing what the investments earned shall be used for. The Board is bound to carry out the wishes of the donor. The Executive Board of Directors will set the minimum amount of a restricted donation that will be accepted.

ARTICLE VI: Memorial Scholarship Funds

- a. The Margaret Jenkins Memorial Scholarship Fund is established to provide scholarships for qualified members to attend QSC's Fall Pieceable Retreat. A confidential letter of application shall be submitted to the President for consideration. Approval and allocation of scholarship funds are based on demonstrated need and the applicant's contribution to quilting in their community and to QSC.
- b. The Helen Fairchild Scholarship Fund is established to provide a scholarship for qualified members to attend QSC's Annual Spring Meeting. A confidential letter of application shall be submitted to the President for consideration. Approval and allocation of scholarship funds are based on demonstrated need and the applicant's contribution to quilting in their community and to QSC.

ARTICLE VII: Parliamentary Authority

Unless provided otherwise by the By-Laws of QSC, the current edition of the Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures.

ARTICLE VIII: Amendments

These By-laws may be altered, amended or repealed and new By-Laws adopted at any statewide business meeting of QSC by a two-thirds vote of the members present. Notification shall be distributed to all members 10 days in advance of making any change. The Executive Board may make simple grammatical corrections to the By-Laws without action by the members.

Amended: March 9, 2024