

BYLAWS OF RIO GRANDE VALLEY QUILT GUILD A Texas Non-Profit Corporation 501(c)(3)

ARTICLE 1 OFFICES & PURPOSE

Principal Office

1.01 The principal office of the Rio Grande Valley Quilt Guild, a Corporation in the State of Texas, hereafter referred to as the Guild, shall be in the city of Weslaco, County of Hidalgo, with a mailing address of P.O. Box 32, 109 N Border, 78599. The Guild may have such other offices, either within or without the State of Texas as required by the Texas Business Organization Code (BOC) of 2010. The registered office may be in the state of Texas, and the address of the principal office may be changed, from time to time, by the Board.

Registered Office and Registered Agent

1.02 The Guild shall have and continuously maintain in the State of Texas a registered office, and The Guild's Treasurer as registered agent whose office is identical with such registered office, as required by the Texas Business Organization Code (BOC) of 2010. The registered office and the address of the registered office may be changed, from time to time, by the Board paying all required fees and dues.

Statement of Purpose

1.03 The Guild shall be organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IRS Compliance Wording

1.04 The Guild shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 1.03 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

1.05 These Bylaws are to remain in compliance with state and federal requirements whether they are incorporated within this document or not.

Definitions

1.06

- The Rio Grande Valley Quilt Guild is the same as the Guild, and vice versa.
- The Rio Grande Valley Quilt Guild is the same as RGVQG, and vice versa.
- The Rio Grande Valley Quilt Guild Board is the same as the Board, and vice versa.
- The Board of Directors is the same as Directors, and vice versa
- For the purposes of this document, the pronoun “she” is the same as “he”, and vice versa

ARTICLE 2. GUILD GOVERNANCE

Board of Directors

2.01 The Rio Grande Valley Quilt Guild shall have a “Board of Directors” for the corporation, being hereafter referred to as “Directors”. This Board of Directors consists of a minimum of three (3) members who have formerly served in the position of Rio Grande Valley Quilt Guild Board President. If three (3) former Presidents are not available to serve, the Rio Grande Valley Quilt Guild Board, at its discretion, may appoint a former “officer” of the Board to serve as a “Director.”

- The role of the Board of Directors in governance of the Rio Grande Valley Quilt Guild will be **ADVISORY ONLY**.
- An individual completing their term as President of the Rio Grande Valley Quilt Guild will be appointed a position as a “Director.”
- Individuals shall continue to serve as Directors for the duration of their guild membership, or if they submit in writing, a notice of their resignation from the position to the Guild Board.

Rio Grande Valley Quilt Guild Board

2.02 The Rio Grande Valley Quilt Guild Board, being hereafter referred to as “the Board”, will manage Guild affairs. The Board shall consist of the President, First Vice President, Second Vice President, Third Vice President, the Secretary, the Treasurer and the Chairperson of each Standing Committee as provided in Article 6. The “Guild” or the “Board” shall not create an Executive Board.

ARTICLE 3 - MEMBERS

3.01 The Guild will have one class of members. Any person interested in quilts or quilting may, upon the satisfaction of the other requirements, become a member.

3.02 The Board may adopt and amend application procedures and qualifications for membership in the Guild. A member may renew membership by paying all required dues.

Youth Membership

3.03 To be a youth member, a person must be aged 12 through 18, with a parent or guardian who is a member in good standing. Youth members may only attend monthly Guild functions with a parent or guardian who is a member in good standing. Children under 12 may not attend any monthly Guild function or meeting.

Membership Fees and Dues

3.04 The Board may propose a change in the amount of the annual dues payable to the Guild by members. All changes in dues shall be voted on by the membership. Dues are payable on or before January 31st of each calendar year. The first-year dues for an individual applying for a NEW guild membership during the months of June through September will be reduced by 50%.

Certificates of Membership

3.05 Upon receipt of a member's dues or fees payment, the Guild will issue a membership card to the member. Membership cards will be numbered consecutively each year.

Voting Rights

3.06 Each member is entitled to one vote on each matter submitted to a vote of the members.

Non-Payment of Dues

3.07 If a member fails to pay his/her dues by February 1st of a calendar year, that person shall no longer be a member of the Guild and all membership privileges lost.

Sanctioning, Suspending, or Terminating Members

3.08 The Executive Committee shall make recommendations to the Board about imposing reasonable sanctions on a member or suspend or expel a member from The Guild, for a good cause after a hearing. Good cause includes a material or serious violation of the Guild's Articles of Incorporation, Bylaws, rules, or of civil laws. The Board may not take any action against a member without first giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least five (5) days before the hearing. If mailed, the notice will be sent by registered letter or certified mail with return receipt requested. The Executive committee must provide written information about the hearing to the Board. The Board will then handle the matter involving sanctions, suspension, or expulsion of a member by vote of the majority of the members of the Board.

Resignation

3.09 Any member may resign from the Guild by submitting a written resignation to the Secretary. The resignation need not be accepted by the Guild to be effective.

Transferring Membership

3.10 Membership in the Guild is not transferable nor assignable. Membership terminates when the Guild dissolves or the member dies. Membership is not a property right that may be transferred after a member dies.

ARTICLE 4 MEETINGS OF MEMBERS**Annual Meeting**

4.01 An annual meeting of the members shall be held at a place and time designated by the Board on the second Saturday of November of each calendar year or at another time that the Board designates. At the annual meeting, the election of officers will be conducted by the nominating committee as defined in Article 5 of these Bylaws and may also include other business, as presented by the Board.

Regular Meeting

4.02 A regular meeting of the members shall be held on the second Saturday monthly at a place and time designated by the Board. The Board may also designate an alternative date, time, and location, if required.

Notice of Meeting

4.03 No notice will be required of a regular or annual meeting other than a notice published in the Newsletter and/or the website of the Guild stating the place, day and time of the meeting and the general agenda items.

Voting Eligibility

4.04 A member in good standing is entitled to one vote at a meeting of the members of the Guild. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. A list of all members in good standing, therefore entitled to vote, will be available for inspection at the meeting. Any member in good standing is entitled to access the list for the purpose of communicating with other members. The member or the member's agent or attorney may make the inspection on written demand and copy the list at a reasonable time and at the member's expense.

Quorum

4.05 A quorum consists of 10% of the guild membership. For purposes of a quorum, a member may attend in person or by electronic method. No business transactions may be approved during any meeting without a quorum in attendance. If a quorum is present, the vote of a majority of the members in attendance (50% +1), either in person or by electronic method is required to approve any business transaction.

Proxies

4.06 A member entitled to vote at a meeting of the members of the Guild may not vote by proxy.

ARTICLE 5 OFFICERS**Officer Positions**

5.01 The Guild's officers will be a President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. The Board may create additional officer positions, define the authority and duties of each position, and in the event of vacancies, elect or appoint a member to fill the positions. The same person may not hold any two offices.

Qualifications of Officers

5.02 Officers, except for the position of Treasurer, need not be residents of Texas but must be a member in good standing of the Guild. The Treasurer, as the Guild's Registered Agent to the State of Texas (Paragraph 1.02) must be a resident. The person holding the office of President must have been a member in good standing for two years prior to election.

Nominations of Officers

5.03 A nominating committee shall be chosen by the Board at or prior to the February regular meeting of members. At the October meeting of members, any voting member in good standing may nominate a person for an office, with the seconding by any other member in good standing. The nominating committee will publish the list of qualified candidates in the October newsletter.

Election of Officers

5.04 Officers shall be elected by a majority of votes at the annual meeting. Only one (1) vote per member in good standing. Un-contested elections may be conducted by a show of hands of those members present. If more than one member is running for an office, electronic and/or paper ballots will be used and tabulated by the Nominating Committee at the November meeting. The results will be documented and recorded by the Secretary.

- In the event of no quorum being present, the election of officers will be postponed until the following month.
- In the event of a tie vote between 2 candidates, the nominating committee will request a re-vote.
- If no candidate stands for an office, and the out-going officer has served two terms, and does not wish to continue serving, the Board President shall appoint a member of the guild to fill the position with board approval.

Terms of Offices

5.05 The term of an Officer is two years. The Officer can be re-elected for a second term. Subsequently, if no candidate for an Officer can be found for a particular position, and if the Board approves, the Officer may serve an additional term or terms. The offices of President, Secretary, and Third Vice President will be elected for a two (2) year term beginning January 1st of even numbered years. The First Vice President, Second Vice President, and Treasurer will be elected for a two (2) year term beginning January 1st of odd numbered years.

Oath of Officer

5.06 Before he/she enters upon the duties of his/her office, the following statement will be stated and then signed by each elected Officer:

"I _(name)_____do solemnly swear that I will faithfully discharge the duties of the Guild and uphold and follow the Bylaws and Policies and Procedures of The Rio Grande Valley Quilt Guild, to the best of my ability."

Signed _____and Dated _____.

This signed Oath of Officer shall be kept on file with the Guild Secretary for a period of two (2) years past the end of their term.

5.07 The Board may not have fewer than three elected officers at any one time.

5.08 If there is only one person on the ballot, and the position is uncontested, the officer may be elected by the one vote of the Secretary.

Removal of Officers

5.09 The Guild members may vote to remove an officer for good cause at any time after a hearing. Good cause includes a material or serious violation of the Guild's Articles of Incorporation, Bylaws, rules, or, of civil laws. Any member of the Guild may initiate a hearing by contacting any Board member. Additionally, any officer who is absent for two consecutive regular meeting(s) of the Board without excuse approved by the Board may be automatically removed without further action. A meeting to consider the removal of an officer will be called by the Board, following the procedures provided by these Bylaws in Article 4. The published meeting agenda must include a statement to the effect that the possibility of officer removal for "specific cause" may be considered. At the meeting, the officer may present evidence as to why he/she should not be removed. Removing an officer shall be without prejudice to the officer's contractual rights, if any.

Vacancies

5.10 In the event of a vacancy, the board may conduct a "special" election to fill the unexpired portion of the officer's term. Any Board member may nominate a person to fill the vacancy. The scheduling of the "special" election should be announced at the next general meeting and also published in the next newsletter to allow any additional nominations from the floor. The election would be conducted using the procedures outlined in Paragraph 5.04 above with the exception that a request for any additional nominations for the position should be made during the meeting prior to the actual vote.

In the event of a vacancy during the last six months of a term, the position may remain unfilled with the duties of the position being reassigned by the board.

5.11 Board officers who terminate or resign from the Guild for any reason, are required to return any and all property of the Guild, including without limitation, equipment, documents, records and keys to the President or First Vice-President immediately upon their departure.

President

5.12 The President is the Guild's Chief Executive Officer. He or she will supervise the Guild's business and affairs and will preside at all meetings of the members of the Board.

The President will:

- schedule and conduct regular monthly meetings
- chair meetings of the officers to be held regularly
- appoint chairperson and committees, as needed, to carry on the business of the Guild
- work with elected officers to accomplish purposes and goals of the Guild
- disburse funds in absence of the Treasurer
- be bonded
- initiate biannual review of the Bylaws and is an ex-officio member of all committees, with the exception of the Nominating Committee.

The President may execute any documents that the Board authorizes to be executed. However, the President shall not execute documents on the Guild's behalf if this power is expressly delegated to another officer or agent of the Guild by the Board, these Bylaws, or statute unless specifically authorized by the Board.

The President will perform other duties as prescribed by the Board and all duties incidental to the office of President.

First Vice-President - Membership

5.13 When the President is absent, cannot act, or refuses to act, the First Vice-President will perform the President's duties. When acting in the President's place, the First Vice-President has all the powers of and is subject to all the restrictions on the President.

Specifically, the First Vice-President:

- is responsible for the membership list
- is responsible for notifying members of annual dues
- accepts monies and writes receipts for new and renewed memberships (to be given to the Treasurer along with dues for these memberships)
- may disburse funds in the absence of the Treasurer or the President
- will be bonded
- will assist the Treasurer in the development of the Membership portion of the annual budget
- may perform other duties as assigned by the President or the Board.

Second Vice – President - Community Service

5.14 When the President and First Vice President are absent, cannot act or refuse to act, the Second Vice-President will perform the President's duties. When acting in the President's place, the Second Vice-President has all the powers of, with exception of the authority to disburse funds, and is subject to all the restrictions on the President.

Specifically, the Second Vice-President:

- is responsible for collecting, distributing, and keeping records of all donated items (excepting cash and gift-in-kind items)
- promoting the goals of the Guild by assisting in community projects involving quilting demonstrations, displays or lectures at schools, libraries, clubs or museums
- coordinate with community groups or individuals requesting services by the Guild
- Is responsible for maintaining a record of the number of Community Service hours performed by the guild membership
- will assist the Treasurer in the development of the Community Service portion of the annual budget
- may perform other duties as assigned by the President or the Board

Third Vice-President - Programs

5.15 When the President, the First Vice-President, and the Second Vice-President are absent, cannot act, or refuse to act, the Third Vice-President will perform the President's duties. When acting in the President's place, the Third Vice-President has all the powers of and is subject to all the restrictions on the President.

Specifically, the Third Vice-President

- is responsible for the education of members of the Guild and the community in the art of quilting.
- is responsible for programs at regular Guild meetings.
- is to provide for the needs of program personnel.
- is to make proper introduction of programs or provide for such.

The Third Vice-President will assist the Treasurer in the development of the Programs portion of the annual budget.

The Third Vice-President may perform other duties as assigned by the President or the Board

Secretary

5.16 The Secretary

- will give all notices as provided in the Bylaws as required by law.
- take and maintain the minutes of Guild and Board meetings.
- maintain custody of Guild records.
- affix the corporate seal to all documents as authorized.

The Secretary will perform other duties as assigned by the President or the Board and perform all duties incidental to the office.

5.16.01 Document Retention

The Secretary shall permanently maintain the following documents:

- The Articles of Incorporation
- The Guild By-Laws and Standing Rules, with all amendments
- All Board and General meeting minutes

Treasurer**5.17 The Treasurer**

- will have charge and custody of and be responsible for all the Guild's funds and securities
- receive and give receipts for money due and payable to the Guild from any source
- deposit all monies in the Guild's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs
- disburse funds to discharge the Guild obligations (via checks, debit or credit card charges, or bank transfers)
- maintain the Guild's financial books and records
- prepare financial reports monthly
- prepare a budget to be presented at the annual meeting of members
- will serve as the registered agent of the Guild for the Secretary of State of Texas
- will be bonded.

The Treasurer will perform other duties as assigned by the President or the Board and perform all duties incidental to the office

5.17.01 Upon taking office, the Treasurer shall file a report with the Secretary of State of Texas to update the Registered Agent and the Registered Address of the RGVQG, will file any other information needed to maintain the Guild's nonprofit status as required by the State of Texas, and will ensure that all annual tax reporting is performed.

5.17.02 The Treasurer shall have charge and custody of the financial records of the Guild for a period of one year longer than required by the IRS or Texas audit requirements.

5.17.03 The Treasurer shall provide a non-asset inventory list (excluding consumables) at least annually to the Audit Committee for their verification.

5.17.04 The Treasurer shall keep a list of all donors of cash and in-kind donations to the Guild, except donations of quilts, material for same, and donations of other items and materials designated to be given to charitable organizations

5.17.05 Documents pertaining to the Guild's financial status shall be handled as per requirements of the IRS and the State of Texas.

5.17.06 In accordance with Internal Revenue Service (IRS) guidelines, the Guild Treasurer shall permanently maintain the following documents in the original paper or electronic format:

- The Guild's application for tax-exempt status.
- The IRS determination letter recognizing the guild's tax-exempt status.
- The Texas Certificate of Filing and the Certificate of Amendment (Form 424)
- The Guild's annual information returns, IRS Form 990-EZ
- The Texas Periodic Report – Nonprofit Corporation (Form 802)
- A listing of all persons providing cash donations as per the IRS guidelines to include their names and mailing addresses.

All supporting documentation for IRS Form 990-EZ must be maintained for a period of six (6) years. The supporting documentation will include bank statements, invoices, receipts, or any document supporting an income or expense to the Guild. At the conclusion of the six-year retainment period, the paper documentation supporting the tax filings should be destroyed by shredding.

ARTICLE 6 THE GUILD BOARD

Board Meetings

6.01 Regular Board meetings are to be scheduled for Wednesday immediately prior to the regular or annual Guild meeting and can be held in-person or by electronic means. If, at the Board's discretion, the scheduled date of the meeting must be changed, a notification to the Guild's membership should be provided. The President should provide the date, time, and proposed agenda for the meeting at least seven (7) days in advance.

A "Special" Board meeting can be conducted if, at the discretion of the Board, the business agenda should not be postponed until the next scheduled Regular Board Meeting. If possible, prior notification to the guild's membership of the Special Board Meeting should be provided. The minutes of the Special board meeting are to be provided to the guild's membership.

Board Voting Eligibility

6.02 Each officer of the Guild and each Standing Committee chair are authorized one vote on any Board matters. Co-Chairs are only authorized to vote in the event they are acting for their Standing Committee chair.

Board Quorum

6.03 A majority of the Board members (entitled to vote) constitute a quorum for transaction of business at any Board meeting. One-half (50%) plus one (1) of the voting Board members present (or via telephone or electronic communication) constitutes a quorum for transacting of business at any Board meeting.

Duty to Avoid Distribution

6.04 Any Board members who vote for or assent to improper distributions are jointly and severally liable to the Guild for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Guild lacks sufficient assets to pay its debt, is an improper distribution. A distribution made during liquidation without payment and discharge of a provision for payment discharge of all known debts, obligations, and liabilities, is also improper. Board members present at a meeting at which improper action is taken are presumed to have assented, unless the dissent is in writing. The written dissent must be filed with the Secretary of the Guild before adjournment of the meeting in question or mailed to the Secretary by registered or certified mail immediately after adjournment. Any Board member is not liable if, in voting for or assenting to a distribution, the Board member

- relied in good faith and with ordinary care on information, opinion, reports, or statements, including financial statements and other financial data prepared or presented by one or more officers or employees of the Guild, legal counsel, public accountants, or other person.
- while acting in good faith and with ordinary care, considers the Guild to be at least within the assets' book value.
- in determining whether the Guild made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, or relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations.

Furthermore, Board members are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Guild.

Interested Board Members

6.05 Contracts or transactions between Board members, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Board member, officer, or member is present at or, participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes is counted for the purpose. However, every Board member, officer or member with any personal or financial interest in the transaction must disclose all material facts covering the transaction. The transaction must be approved by a majority of the uninterested members or other group with the authority to authorize the transaction.

Actions of the Board Members

6.06 If a board quorum is present, the vote of a majority (50% +1), of the voting members in attendance, either in person or by electronic method, is enough to constitute the act of the Board, unless a greater number is required by law or by some other provision of the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

6.07 No officer or committee chair shall spend in excess of their line-item annual budgeted amount without prior approval of the Board.

ARTICLE 7 COMMITTEES

Establishing Committees

7.01 The Board may adopt a resolution establishing one or more Standing Committees and may delegate special authority to a committee. The Board may establish qualifications for membership on a committee. Establishing a committee and delegating authority will not relieve the Board, or any individual Guild member of any responsibility imposed by these Bylaws or otherwise imposed by law. No Committee shall have the authority of the Board to accomplish acts specifically prohibited by the Texas Business Organization Code (BOC) of 2010. The Board may create additional Non-Standing ("special") Committees as necessary.

Authority of Committees

7.02 All Chairs of Standing Committees are authorized to vote on Board matters. If there are Co-Chairs, the Committee remains limited to one vote. The Board will define the activities and scope of authority for each committee by resolution minutes.

Term of Office

7.03 Each committee member will continue to serve on the committee until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment.

Appointment of Committee Chairs

7.04 The Board may appoint the Committee Chair and Co-Chair or may delegate authority to select the Committee chair and Co-Chair to the committee members.

Chair and Co-Chair

7.05 One member of each Committee will be designated as the Committee Chair, and another member of each Committee will be designated as the Co-Chair. The Chair will call and preside at all meetings of the committee. The Chair will give notice of the meeting to the Committee Members as required by these Bylaws. When the Chair is absent, cannot act, or refuses to act, the Co-Chair will perform the Chair's duties. When a Co-Chair acts for the chair, the Co-Chair has all the powers of and is subject to all the restrictions on the Chair. The Chair and Co-Chair have equal voting rights to any other member of the Committee.

Notice of Meetings

7.06 Written, electronic, or oral notice of a committee meeting will be delivered / communicated to each member of the Committee not less than three (3) days or more than seven (7) days before the date of the meeting. The notice will state the method, place, day and time of the meeting, but while being recommended, shall not be required to disclose the purposes of which it is called.

Committee Quorum

7.07 A quorum consists of 50% +1 of the committee membership. For purposes of a quorum, a Committee Member may attend in person or by electronic method. No business transactions may be approved during any meeting without a quorum in attendance. AD HOC members or guests present at a committee meeting can not be considered when determining the presence of a Quorum.

Action of Committees

7.08 If a quorum is present, the vote of a majority of the members present (50% +1), either in person or by electronic method is required to approve any business transaction. A Committee Member who is present (physically or electronically) at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the action of the committee.

Proxies

7.09 A committee member may not vote by proxy.

Compensation

7.10 Committee members may not receive salaries for their services. The Board may not adopt a resolution providing for paying committee members a fixed sum and expenses for attendance, if any, to attend each meeting of the committee. A committee member may serve the Guild in any other capacity and receive compensation for those services. Any compensation that the Guild pays will be reasonable and commensurate with the service performed.

Rules of Committees

7.11 Each committee may adopt its own rules, consistent with these Bylaws or with other rules that are adopted by the Board.

Dissolution of Committees

7.12 Any committee may be dissolved by resolution of the Board.

ARTICLE 8 TRANSACTIONS OF THE GUILD**Contracts**

8.01 The Board may authorize any officer or agent of the Guild to enter into a contract or execute and deliver any instrument in the name of, and on behalf of the Guild. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

8.02 All the Guild's funds will be deposited to the credit of the Guild in banks, trust companies, or other depositories that the Board selects.

Gifts

8.03 The Board may accept, on the Guild's behalf, any contribution, gift bequest, or devise for the general purposes or for any specific purpose of the Guild. The Board may make gifts and give charitable contribution not prohibited by these Bylaws, the Articles of Incorporation, state law, or provision set out in federal tax law that must be complied with to maintain the Guild's federal and state law status.

Potential Conflicts of Interest

8.04 The Guild may not make any loan to any Board member or officer of the Guild. An officer or committee member of the Guild may lend money to and otherwise transact business with the Guild except as otherwise provided by the Bylaws, the Articles of Incorporation, and applicable law. Such a person transacting business with the Guild has the same rights and obligations relating to those matters as other persons transacting business with the Guild. The Guild may not borrow money from or otherwise transact business with a member, officer, or committee member of the Guild unless the transaction is described fully in a legally binding instrument and is in the Guild's best interests. The Guild may not borrow money from or otherwise transact business with a member, officer or committee member of the Guild without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Indemnification

8.05 The Guild shall indemnify

- Any person who is or was a committee member, officer, agent, or employee of the Guild; and
- Any person who serves or served at the Guild's request as a committee member, officer, agent, employee or trustee for another corporation, or of a partnership, joint venture, trust or other enterprise for amounts incurred by such person in connection with an action, suit or proceeding to which a person may be party by reason of such person's position with the Guild or service on behalf of the Guild, when and to the fullest extent permitted by the Texas Business Organizations Code (BOC) and any other applicable law.

Reserve Fund

8.06 A Reserve Fund consisting of the budgeted expense of the Show Board and one-half (1/2) of the Guild budgeted expenses per calendar year shall be maintained.

ARTICLE 9 BOOKS AND RECORDS

Required Books and Records

9.01 The Guild shall keep correct and complete books and records of account. The books and records shall include:

- A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Guild, including but not limited to the Articles of Incorporation, and any articles of amendment, related articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- A copy of all Bylaws, including these Bylaws and any amended version or amendments to them.
- Minutes of the proceedings of the members and the Board.
- A list of the names and addresses of the members, officers, and any committee members of the Guild.
- A financial statement showing the Guilds' assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.
- A financial statement showing the Guild's income and expenses for the three (3) most recent fiscal years.
- All rulings, letters and other documents relating to the Guild's federal, state and local status.
- The Guild's federal, state, and local tax information or income-tax returns for each of the Guild's three (3) most recent tax years.

Inspection and Copying

9.02 Any member, officer or committee member may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Guild. He or she may do so through his or her attorney or other authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after the Guild receives a proper written request. The Board may establish reasonable copying fees. The Guild will provide requested copies of books or records no later than ten (10) business days after receiving a proper written request. A fee of \$0.25 per page will be charged for copying unless the fee is waived in part or all by the Guild Board.

ARTICLE 10 FISCAL/BUDGET YEAR AND AUDIT

10.01 The Guild's fiscal and budget year will begin on the first day of January and end on the last day in December in each calendar year.

10.02 Within one month after the close of each fiscal year, the Board shall appoint a qualified person to examine the Income & Expenses of the Guild. The results shall be given to the Board and filed with the Secretary. The Treasurer shall make sure that the State and Federal Income Taxes are filed correctly.

10.03 All rulings, letters and other documents relating to the Corporation's federal, state and local status shall be retained by the Treasurer for at least 5 (five) years.

ARTICLE 11 NOTICE BY MAIL OR ELECTRONIC COMMUNICATION

11.01 Any notice required or permitted by these Bylaws to be given to a member, officer or committee member of the Guild may be given by mail or electronic communication. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears in the Guild record, with postage prepaid. A person may change his or her address on the Guild record by giving written or electronic notice of the change to the First Vice President - Membership of the Guild.

Signed Waiver of Notice

11.02 A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12

SPECIAL PROCEEDINGS CONCERNING MEETINGS, MEETING BY TELEPHONE OR ELECTRONIC COMMUNICATION

12.01 The Board and any committee of the Guild may hold a meeting by telephone conference-call or via electronic conferencing. In all meetings held by telephone or electronic conferencing, matters must be arranged in such a manner that all persons participating in the meeting can hear each other. The notice of a meeting by telephone or electronic conferencing as well as all other matters required to be included in the notice; and a person's participating in a conference-call or electronic conferencing constitutes his or her presence at the meeting.

Decision Without Meeting

12.02 Any action required by law may be taken at a meeting of the Board, may be taken without a meeting. If consent in writing, setting forth the action to be taken, shall be signed by two-thirds (2/3) of all the Board following notice of the intended action to all members of the Board. The original signed consent or electronic communication will be placed in the minutes and kept with the Guild records.

ARTICLE 13 AMENDING BYLAWS

13.01 Bylaws may be amended or repealed, and new Bylaws adopted by the vote of 60% of the Guild members who are in good standing and present at a regular Guild meeting. Notifications of these proposed changes shall be in the prior months Newsletter for review by the membership.

ARTICLE 14 MISCELLANEOUS PROVISIONS

Membership Approvals

14.01 Any Board action involving the changing of dues or fees, the approval of the annual budget, any potential expenditure greater than \$3000.00, or recommendations for filling vacant Board positions, shall be presented to the Guild membership at a Regular or Annual Guild meeting, or via the newsletter or other electronic means, to be voted on at the next monthly meeting.

Legal Authorities Governing Construction of Bylaws

14.02 These Bylaws will be construed under Texas law. All reference in the Bylaws to statute, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

14.03 In the event court of competent jurisdiction finds any provision of these Bylaws to be invalid, such finding shall have no effect on any other provision of these Bylaws. If it is possible, any invalid provision shall be modified to show the original intent of the members.

14.04 The Board may not create a smaller group of its members and delegate all the responsibilities of the Board to the smaller group.

Waiving Interest in Guild Property

14.05 The Guild owns all real and personal property acquired by the Guild. A member has no interest in specific property of the Guild. Each member waives the right to require partition of all or part of the Guild's property. Once a property is donated to the Guild by a member or Bee, that property becomes the sole property of the Guild. Any property designated for donation must be distributed as intended.

Dissolution

14.06 Upon the dissolution of the Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Headings

14.07 The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

Number

14.08 All singular words include the plural, and all plural words include the singular.

Corporate Seal

14.09 The Board may provide for a corporate seal.

Parties Bounds

14.10 The Bylaws will bind and inure to the benefit of the members, officers, committee members, employees and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as the Bylaws otherwise provide.

The undersigned, as Secretary of the Corporation does hereby certify that the foregoing are the Bylaws of the Corporation as revised, approved, and adopted as of November 9, 2002.

Mollie Hart, Secretary

The undersigned as acting Secretary of the Corporation does hereby certify that the foregoing are the Bylaws of the Corporation as revised, approved, and adopted as of July 14, 2007.

Louise Arnold. Acting Secretary

The undersigned as President of the Corporation does hereby certify that the foregoing are the Bylaws of the Corporation as revised, approved, and adopted as of September 1, 2012.

Pattie Dyball, President.

The undersigned as President of the Guild does hereby certify that the foregoing are the Bylaws of the Guild as revised, approved, and, adopted as of October 5, 2016.

Carla Mewhinney, President

The undersigned as President of the Guild does hereby certify that the foregoing are the Bylaws of the Guild as revised, approved, and adopted as of August 7, 2019.

Kathe Letulle, President

The undersigned as President of the Guild does hereby certify that the foregoing are the Bylaws of the Guild as revised, approved, and adopted as of August 14, 2021.

Kathe Letulle, President

The undersigned, as Secretary of the Corporation does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted as of November 11, 2023.

Lila Helm, Secretary

The undersigned as President of the Guild does hereby certify that the foregoing are the Bylaws of the Guild as revised, approved, and adopted as of November 8,2025.

Diana Wolf, President