**National Association of Certified Quilt Judges**

**Constitution and Bylaws**

**Established November, 2015**

**Article I – Name**

Section 1 - The organization of the Certified Quilt Judges shall be known as the “National Association of Certified Quilt Judges, Inc.” and in these bylaws hereafter referred to as the “Corporation.”

**Article II – Duration**

Section 1 - The period of duration of the Corporation is perpetual.

**Article III – Purpose**

Section 1 - The purpose of the National Association of Certified Quilt Judges (NACQJ) is to maintain a program of certification for judges of quiltmaking.

Section 2 - NACQJ will provide support and guidance to Candidates who are preparing for their written and oral exams to become Certified Judges.

Section 3 - NACQJ is dedicated to providing support, continuing education, and networking among Certified Quilt Judges through the Corporation’s web site, discussion list, newsletter, meetings, and retreats.

**Article IV – Type of Nonprofit Organization**

The National Association of Certified Quilt Judges, Inc. is organized exclusively for educational purposes, as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code*.*

No part of the net earnings of the National Association of Certified Quilt Judges, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 the Statement of Purpose hereof. The property of this Corporation is irrevocably dedicated to educational purposesand no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**Article V – Board of Directors**

Section 1 - The Board of Directors shall consist of a minimum of 3 (three) and no more than 7 (seven) directors.

Section 2 – The officers of the Corporation shall consist of a President, Secretary, and Treasurer.

Section 3 – Officers shall be elected by mail or electronic ballot, with a plurality vote determining election. President, Secretary, and Judge Certification Program Coordinator will be elected in even numbered years and the Treasurer and Judge Certification Program Candidate Coordinator will be elected in odd numbered years.

Section 4 - Elections will take place annually in September. The newly elected officers assume office on January 1 of each year.

Section 5 –The term length for officers and directors is two (2) years. The tenure of each director shall not exceed two (2) consecutive terms in the same office.

Section 6 – A nominating committee of 3 (three) members will be appointed by the President each year in June. The slate of nominees for open Board positions shall be posted in August of each calendar year in the Corporation’s newsletter, and sent via electronic notification or U.S. Mail to all members. Voting shall take place in September of each year, and a deadline to receive all votes shall be provided in the notification of the slate of officers provided to the general membership. Each member shall have one (1) vote. The immediate Past President may serve as an advisor to this committee.

Section 7 – The voting members of the Board of Directors shall be comprised of those elected by the membership to serve as either officers or coordinators on the Corporation board.

Section8 - Chairpersons of committees will serve on the Board of Directors as deemed necessary by the Board of Directors. Committee chairpersonsare included, for business only, and do not have voting privileges.

Section 9 – All members of the Board of Directors shall serve in a volunteer capacity without payment, except payment or reimbursement for expenses as specified in the Policies and Procedures Manual or as preapproved by the Board of Directors.

**Article VI – Duties**

Section 1 – The President shall preside at all meetings of the Corporation. The President shall appoint a nominating committee in June of each year to present a slate of officers for election in September. The President will appoint all committees and will serve as an ex-officio member of all committees.

Section 2 – The Secretary shall be responsible for keeping minutes of all meetings**,** sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. All records and minutes shall be recorded and reviewed in a timely fashion after each meeting for their accuracy and accountability.

Section 3 – The Treasurer shall receive and secure all money received. The Treasurer shall collect dues, pay all bills as allowed by the members, and keep a record of the same. The Treasurer shall send a notice in November of dues payable by January 1 of each year. The Treasurer shall notify all recently Certified Judges of their dues obligation. The Treasurer shall bear the responsibility of filing any forms to maintain the organization’s corporate and nonprofit status. The Treasurer shall be chair of any finance-related committee. The Treasurer shall prepare the budget for the coming year and present it to the Board of Directors and then shall be voted upon at the last Board of Directors meeting of the year.

Section 4 – The Secretary or the Treasurer shall perform the duties of the President in the event of the absence or incapacity of the President. If neither is able to attend, a Board of Directors or member meeting, then the President shall appoint a temporary representative. A meeting without an elected officer in charge will be recognized, recorded, and may submit their minutes, reports and/or suggestions for future consideration to the President of the Corporation. Amajority of the Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

**Section 5 – Meetings shall be called at the discretion of the President or by request from a minimum of 2 (two) board members.**

**Section 6 – Removal and Resignation** *–* Any officer elected or appointed by the Board of Directors may be removed by the majority vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. Any director may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

**Section 7 -** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of said office.

**Article VII – Membership**

Section 1 – NACQJ membership shall consist of those persons who were Certified Judges by the former National Quilting Association or have become Certified Judges through NACQJ, are in good standing by having met their certification updates, and have paid their annual dues.

Section 2 - Candidates who have paid their enrollment fees and been accepted into the certification program shall not have membership privileges until becoming certified.

Section 3 - Only the Certified Judges in good standing may actively participate in official business and have voting privileges.

**Article VIII – Dues**

Section 1 – Dues are to be determined by the Board of Directors after analyzing the income and expenses of the Corporation each year.

Section 2 – A notice of dues will be sent by the treasurer in November of each year. Dues will be payable by January 1. The deadline for receipt of the dues payment shall be included in the notice. Dues for members who have recently become Certified Judges in the current year will have prorated dues by the quarter, only for that current year.

**Article IX – Meetings**

Section 1 - The Board of Directors and committees are authorized to meet by teleconference or through other electronic communications provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

Section 2 – The Corporation shall hold an annual meeting with the specific date, time and locationto be determinedby the Board of Directors. At the annual meeting, the members shall receive reports on the activities of the Corporation, financial condition of the Corporation,and determine the direction of the association for the coming year. The Secretary shall notify the membership of the meeting purpose, date, time, and location no less than 60 days prior to the meeting via electronic mail and in the Certified Quilt Judges Quarterly newsletter.

Section 3 – Board meetings shall take place no less than four (4) times per year.

**Article X – Committees**

Section 1 – The President shall appoint committees with the approval of the Board of Directors to fulfill a specific responsibility. The term of service for such committees shall be determined by the time required to accomplish the purpose of the committee. Committee chairs shall serve a term of no longer than two (2) years.

Section 2 – Each committee chair with the approval of the President shall select members of the committee. Committee Chairs shall strive to include a broad spectrum of membership participation.

Section 3 – All committee chairs shall prepare and submit an annual written report or upon completion of their duties and at any other time deemed necessary.

**Article XI – Books and Records**

Section 1 - The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and all other committees; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

Section 2 -The Treasurer shall submit the Corporation’s financial books and records for an annual compilation, review, or audit, as required within 90 days of the 31 December close of the calendar year, and at any other time deemed necessary.

Section 3 - The Board of Directors shall appoint two people, neither of which shall be Directors, to hold yearly reviews of the financial records for the purpose specified in Section 2.

Section 4 - The Board of Directors shall require three (3) true copies of the results of the yearly financial review. One (1) copy shall go to the President; one (1) copy shall go to the Treasurer for filing; and one (1) copy shall be filed with the corporate records at the Association office.

Section 5 – The Secretary shall keep minutes of all Board of Director and annual meetings. These minutes shall be made available to any member of the Corporation by contacting the current secretary.

Section 6 – The budget and financial statement shall be made available to any member of the Corporation by contacting the current Treasurer.

**Article XII – Amendments**

Section 1 - The Board of Directors shall make, alter, amend, and repeal the Bylaws of the Corporation by the affirmative vote of a majority of votes cast by the Corporation membership; however, the Board maynot approve any such alteration, amendment, or repeal that which would be inconsistent with the Indiana Nonprofit Corporation Act as it now exists or as hereafter amended, and Section 501(c)(3) of the Internal Revenue Code.

Section 2 – An amendment to the Constitution and Bylaws of the Corporation shall be presented to the entire membership by the Board of Directors no less than 30 days before a vote is taken. Approval by the full membership requires a majority vote of votes cast.

Section 3 – All amendments shall be referenced with Article and Section number and dated at the end of the Bylaws. These references to amendment changes shall become a permanent part of the Constitution and Bylaws document**.**

**Article XIII - NON-DISCRIMINATION POLICY**

It is the policy of the Corporation not to discriminate in hiring, membership, or the provision of services or opportunities in regard to race, color, gender, gender identity, marital status, sexual orientation, political ideology, age, creed, religion, heritage, ancestry, national origin, veteran status, or sensory, mental, or physical disability. NACQJ complies with all ADA requirements and nondiscriminatory practices.

**Article XIV -ROBERTS RULES OF ORDER**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

**Article XV – Dissolution**

Section 1 - The Board of Directors, upon voting to dissolve the Corporation and by vote of the membership, shall pay or make provision for payments of all liabilities of the National Association of Certified Quilt Judges, Inc.

Upon the dissolution of the National Association of Certified Quilt Judges, Inc., 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.

The Bylaws should be reviewed by an appointed committee no less than once every three (3) years or as deemed necessary by the Board of Directors.

Date Bylaws were adopted - December 15, 2015

February 16, 2016 Amendments

 Article V Section 9

 Article VI Section 3

 Article VI Section 4

 Article XI Section 4

 Article XII Section 1

 Article XIII