

**AMENDED AND RESTATED BYLAWS OF
KANSAS CAPITAL QUILTERS GUILD, INC.**
A Not-For-Profit Kansas Corporation
Approved 11/9/2021

ARTICLE I. NAME AND LOCATION

Section 1.1. NAME. The name of the Corporation is Kansas Capital Quilters Guild, Inc.

Section 1.2. REGISTERED OFFICE. The location of its business office is 5221 SW West Drive, in Topeka, Shawnee County, Kansas 66606. The Corporation may establish and maintain offices or places of business at such other locations as the Board of Directors may, from time to time, designate or the business of the Corporation may require.

Section 1.3. PURPOSE. To engage in charitable activities related to the education and social welfare of the Corporation's Members and the public to: (1) foster appreciation of fine quilts and the art of quilting; (2) increase knowledge of quilting techniques and provide an environment in which quilters can practice their art and exchange ideas; (3) to educate the public in the history and significance of quilting as an artform and contemporary craft; and, (4) to serve the local community through charitable activities involving quilting and all as an organization qualified for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "I.R.C.").

ARTICLE II. MEMBERSHIP

Section 2.1. SELECTION OF MEMBERS. Membership in the Corporation shall be in accordance with the Bylaws as follows:

1. Dues are paid annually, amount to be established by the Board; beginning July 1 and ending the following June 30th.
2. All renewals will be full amount regardless of the month in which one renews. Those joining for the first time, if it is after January 1, will pay half-dues. New Members joining between July 1 and January 1 will pay the full amount.
3. Prospective Members may attend two Guild meetings as a guest before joining the Guild.
4. Members who do not pay their dues by August 1 will be dropped from the membership list and will not receive the newsletter.
5. Senior memberships will be available to Guild Members 75 years of age who have been active Guild Members for 5 years or more at one half the costs of the regular dues ,
6. Free membership to Guild Members who are at least 85 years old and a Member of the Guild for at least 10 years.
7. Children who are family members of a Guild Member will be given free membership if requested if under age 18 and of an age to participate as a quilter. Must be accompanied by an adult Member of the Guild to the meetings.
8. All Members in good standing shall be voting Members of the Corporation.
9. A "Member in good standing" is defined as a Member that is current on all financial obligations to the Guild. Obligations are not current if more than thirty (30) days past due. Upon a Member satisfying all past due obligations, they shall become a Member in good standing.
10. Charter members do not pay dues and are added to membership roster annually.

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Section 2.2. APPLICATION FOR MEMBERSHIP. Applications for Membership shall be made in the manner prescribed by the Board of Directors.

Section 2.3. RESIGNATION OF MEMBER. Any person may resign from membership by submitting a written resignation to the Board of Directors. Such resignation shall not discharge or otherwise alter any obligation or duty of such person to the Corporation that existed at the time of such resignation.

Section 2.4. SUSPENSION OR TERMINATION OF MEMBERSHIP. Any membership may be suspended or revoked upon two-thirds (2/3) vote the entire Board of Directors without a showing of cause. Such individual shall be notified in writing by the Board of Directors of the intent to terminate or suspend such person's membership. Such individual shall have a period of time, not to exceed thirty days after receipt of such written notification to respond in writing. Such person may also request a hearing to be attended by the Board of Directors at which they may present their arguments in favor of continuing membership. Suspension shall not be appropriate where the person has ceased to qualify for membership in the organization. Such person shall be notified of the actions taken by the Board of Directors and any restrictions or limitations placed upon such suspension or termination. All written notices provided hereunder shall be delivered by register mail to the Member's last known address on the books of the Corporation.

Section 2.5. NON-TRANSFERABILITY OF MEMBERSHIP. A membership may not be transferred in any form or for any reason and is only granted specific to the original-issue person.

Section 2.6. TIME AND PLACE OF MEMBERSHIP MEETINGS. All meetings of the membership shall be held at the principal office of the Corporation unless another place within or without the State of Kansas is designated by the Board of Directors pursuant to authority granted to said Board or designated by written consent of all Members entitled to vote thereat which consent may be given either before or after the meeting and filed with the Secretary of the Corporation. Regular membership meetings shall be held the 2nd Tuesday of each month at the published time.

Section 2.7. TIME OF ANNUAL MEMBERSHIP MEETING. The annual membership meeting shall be held in November, or by vote of the Board of Directors, rescheduled to the following month of December, of each calendar year during the existence of the Corporation on such date as specified by the Board of Directors. At such meeting, Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the Members.

Section 2.8. SPECIAL MEETINGS. Special meetings of the Members for any purpose or purposes whatsoever may be called at any time by the President or by a majority vote of the Board of Directors or by twenty percent (20%) of the Members of the Corporation. Notice of any special meeting shall be given in the same manner as other meetings for the membership, and shall include the general nature of the business to be conducted at such special meeting.

Section 2.9. ADJOURNMENT OF MEMBERSHIP MEETING. Any membership meeting whether or not a quorum is present may be adjourned from time to time by a vote of the majority of the membership present thereat but in the absence of a quorum no other business may be transacted at such meeting. When any membership meeting is adjourned for more than thirty days, notice of the adjourned meeting shall be given as in the case of any original membership meeting, otherwise no such additional notice shall be required thereof.

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Section 2.10. CLOSING OF MEMBERSHIP BOOKS FOR VOTING. The record date for voting by Members of the Corporation shall be the close of business on the day next proceeding the date at which the meeting is held. Each voting Member that is in good standing shall have one vote for directors and on all other matters which may properly come before the Members at any annual or special meeting. The record date for voting by limited proxy by Members of the Corporation (discussed below) is thirty (30) days prior to the date at which the meeting is held.

Section 2.11. MEMBER QUORUM. The presence in person, but not including limited proxies, of at least twenty percent (20%) of the outstanding membership of the Corporation at any meeting of the membership shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 2.12. INFORMAL ACTION BY MEMBERS. The transaction of any meetings of membership either annual or special, however called and noticed, shall be as valid as at any meeting duly held after regular call and notice, if a quorum be present in person, or if either before the meeting each of the Members entitled to vote and not present at such meeting by proxy signs a written waiver of notice, or a consent to the holding of such meeting, or an approval shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 2.13. MEMBER PROXIES. General Proxies that delegate another Member to attend a Member meeting and cast the absent Member's vote are not permitted.

Limited Proxies. Although it is the Corporation's great preference that all Members attend and actively participate in all Member meetings, a Limited Proxy is permitted for each Member in good standing (record date is discussed above) that cannot be present at any duly called Guild membership meeting wherein that Member may cast that Member's vote by a signed and marked Limited Proxy form issued by the Corporation appointing the Guild Secretary to cast such Member's vote or abstention on each specific item listed on the Limited Proxy form. The Guild Secretary shall announce and record each limited proxy vote or abstention at the meeting unless a particular Member meeting vote is by secret ballot and then the Secretary shall record such vote as cast. A Limited Proxy delivered to the Secretary may be revoked in writing by any Member if such revocation is in writing or if such revocation is accompanied by such Member's attendance at the respective meeting and such Member personally reclaims the written Limited Proxy prior to such meeting from the Secretary.

Section 2.14. INSPECTION OF CORPORATE RECORDS BY MEMBERS. The membership ledger, the books of account, the minutes and proceedings of the Members, the Board of Directors minutes, and the Guild Articles and Bylaws shall be open to inspection upon the written demand of any Member or such Member's agent within ten (10) days of the receipt of such demand during ordinary business hours if for a purpose reasonably related to the interest as a Member, or as the agent of such Member. The list of Members entitled to vote shall be prepared and open to inspection by any Member during any meeting of the membership and for five (5) business days prior thereto.

ARTICLE III. DIRECTORS

Section 3.1. NUMBER AND COMPOSITION OF THE BOARD OF DIRECTORS. The Corporation's Board of Directors shall not be fewer than five (5) nor more than twenty (20) and, upon election, shall consist of the following Officers and Committee Chairs.

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1. Officers: (Total of 5 elected) President; Vice-President; Past-President; Secretary; and, Treasurer.
2. Committee Chair. (Total can vary but, at the time of adoption is 9) Property Chair; Show Chair; Newsletter Editor; 1st Program Chair; 2nd Program Chair; Librarian; Historian; Community Relations Chair; and, Webmaster.
3. Declination of Appointment. All Corporation Officers must serve on the Board of Directors but any Committee Chair may decline to serve as a Director provided such declination is made in writing and delivered to the Corporate Secretary.
4. Presidential Appointment. If, at any time the number of qualified Directors should be fewer than five (5), then the President shall appoint sufficient additional directors from the general membership to serve until the next annual meeting in order to continue with the required minimum number of Directors.

Section 3.2. GENERAL POWERS OF DIRECTORS. The Directors shall have all corporate powers as set forth in the Articles of Incorporation and all such other corporate powers and authority to operate the business and affairs of the Corporation. Without prejudice to such general powers, but subject to the same limitations as may be set forth in the Articles of Incorporation, it is hereby expressly declared that the directors shall have the following powers:

1. To select or remove any Officer, agent or employee of the Corporation, prescribe such powers and duties for such officers, agents or employees as may not be inconsistent with law, fix compensation and establish such other rules and procedures as necessary for the employment and conduct of the Corporation's business.
2. To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation.
3. To change the principal office, registered office or registered agent of the Corporation, to fix and locate from time to time one or more additional offices of the Corporation within Shawnee County, Kansas, to designate any place within or without the State of Kansas for the holding of any membership meeting, to prescribe the forms and requirements for membership and to adopt such forms for application of membership as may be deemed reasonable and necessary, and to issue and designate the terms and provisions for honorary membership.
4. To borrow money and incur indebtedness for purposes of the Corporation and to cause to be executed and delivered therefore in the corporate name, promissory notes, bonds, debenture, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefore.
5. To appoint an Executive Committee or such other committees as deemed necessary or reasonable by the Corporation, to designate and delegate to such committees any of the powers and authority of the Board in the management, business and affairs of the Corporation except the power to adopt, amend or repeal these Bylaws. Any committee of the Board of Directors shall be composed of at least two or more of the Members of the Board of Directors and may include Members in good standing that is not Members of the Board of Directors.

Section 3.3. DIRECTOR ELECTION AND TERM. Directors shall be elected at each annual meeting by the Members present and those that vote by Limited Proxy. Election may be voice or show of hands to

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elect the entire group unless a written ballot is requested by any member. Further, the election may be for the director group as a whole unless a separate director-by-director vote is requested by any member. Because the Board of Directors is comprised of the elected Corporation Officers and the appointed Committee Chairs, the membership must separately vote at each annual meeting to elect said Officers and accepting appointed Committee Chairs as Directors. Consistent with their elected Officer or appointed Committee Chair positions, each Director shall hold office annually until removal or resignation in writing has been filed with the Corporation. A Director may be removed from office at any time with or without cause by a majority vote of the voting Members.

Section 3.4. WHEN QUALIFIED. A Director shall be deemed qualified as such when elected as discussed above.

Section 3.5. DIRECTOR MEETING ATTENDANCE. Because the Board of Directors meet only once per month, it is very important that all Directors regularly attend the Board meetings. If a Director has three unexcused absences from regularly scheduled Board meetings in a calendar year then, upon written notice, such Board Member shall forfeit a place on the Board. The President, in its sole and uncontrolled discretion, shall decide if a Director's advance notice of absence constitutes an excused absence.

Section 3.6. LIABILITY UPON RESIGNATION. When a Director shall have filed a resignation in writing with the Secretary of the Corporation, said Director shall cease to be liable for any acts of the Corporation which are done subsequent to the filing of said resignation.

Section 3.7. DIRECTOR'S QUORUM. At least fifty percent (50%) of the total number of Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting, unless a larger percentage shall be required by these Bylaws, shall be regarded as the act of the Board of Directors. The Directors present at any duly called or held meeting at which a quorum is originally present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 3.8. VOTING. Each Director and Officer shall have one vote. All votes required of Directors hereunder may be by voice vote or show of hands unless a written ballot is requested by any Member of the Board of Directors then present. Every reference to a majority or other proportion of the Members of the Board of Directors shall refer to a majority or other proportion of the votes of such directors.

Section 3.9. COMPENSATION. Directors, as such, shall not receive any compensation for their services.

Section 3.10. MEETINGS. Regular meetings of the Board of Directors shall be held at the principal office or at some other location, monthly and immediately following the annual membership meeting for the purpose of organization, election of officers and the transaction of other business.

Special meetings of the Board may be called by the President on at least five (5) days and not sooner than fifteen (15) days' notice to each Director, either personally, by mail, or by e-mail; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) Directors.

Section 3.11. ORDER OF BUSINESS AT DIRECTOR'S MEETINGS. The order of business at any regular meeting of the Board of Directors shall be as follows: (1) Submission by the Secretary of a

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certificate of service of notice of the meeting or of the waiver of notice of the meeting signed by all Directors; (2) Reading and approval of minutes; (3) Reports of Officers, Committees and Manager; (4) Motions and resolutions - Old Business; (5) Election of Officers when that is the purpose of the meeting; (6) New Business; and, (7) Adjournment.

Section 3.12. ACTION WITHOUT A MEETING. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors and filed with the minutes of the proceedings of the Board of Directors. Any action may be taken by the Board of Directors utilizing the telephone or other electronic means of communication which allows each Director to express their respective opinion; provided such communications are reduced to writing and filed with the minutes of the proceedings of the Board of Directors.

ARTICLE IV. OFFICERS

Section 4.1. OFFICES, QUALIFICATION. The authorized officers of this Corporation shall consist of a President, Vice-President, Past-President, Secretary, and Treasurer. Other officers and agents as may from time to time be established by the Board of Directors.

Section 4.2. TERM. Each of the Officers of this Corporation shall serve for the term of one year or until the next annual election and until their successors are chosen and qualified, unless the respective term of office has been terminated by a resignation in writing duly filed in the office of the Secretary of the Corporation or until removed.

Section 4.3. SALARIES OF OFFICERS. Officers shall not receive any compensation for their services.

Section 4.4. OFFICER VACANCIES. In case of the death, disability, resignation, removal, and disqualification or otherwise of one or more of the Officers or Directors, a majority of the remaining Directors, although less than a quorum, may fill the vacancies for the unexpired term.

Section 4.5. OFFICER DUTIES AND POWERS. All elected Officer and appointed Committee Chair powers and duties shall be specified and granted by the Board of Directors within the written General Guild Policies and Officer Duties.

ARTICLE V. REMOVAL FROM OFFICE

The Board of Directors shall have power by a majority vote at any meeting to remove any Director or Officer from office with or without cause. Any Officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

ARTICLE VI. AMENDMENTS OF BYLAWS

The Board of Directors and the Membership have power to make, amend and repeal the Bylaws of this Corporation, by a vote of a majority of all of the Directors and a vote of fifty (50%) percent of the voting Members attending or by Limited Proxy at any regular or special meeting of the Board and Members with proper notice and procedure.

ARTICLE VII. FISCAL YEAR

The fiscal year of this Corporation shall be determined by the Board of Directors by appropriate resolution.

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ARTICLE VIII. TAX EXEMPT STATUS

It is the intent and purposes of this Corporation that it shall at all times be operated consistent with and in compliance with any requirements of any laws of the United States of America, or any state within which it conducts business in order to allow such corporation to continue to qualify for tax exempt status under Section 501(c)(3) and 501(a) of the Internal Revenue Code of 1986 or such other United States Internal Revenue law as may correspond thereto. Any interpretation of these Bylaws, or the Articles of Incorporation of this Corporation or any actions or events within this Corporation conducted by the officers, directors or membership shall be interpreted in a manner consistent with such intent and purpose and all such provisions and Sections or Articles of these Bylaws shall be subject thereto.

ARTICLE IX. DISSOLUTION

Upon the dissolution of this Corporation, the governing body shall dispose of such remaining assets of this Corporation, after making provision for the payment of any or all of the liabilities of the Corporation, consistent and in compliance with the provisions of the Articles of Incorporation requiring for the transfer of such assets to an organization qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X. DUES AND FEES

Annual Member Dues shall be assessed by class and calculated by the Board of Directors and a majority vote the Board shall recommend the next fiscal year's dues structure by written schedule to the membership at the annual meeting. The dues structure and class definition must be approved by a majority of the attending and limited proxy voting Members at the annual membership meeting. Special Member Assessments may be assessed to the Guild Members more frequently than annually but such special assessments must be approved by the same proportions as the Annual Member Dues with proper notice and procedure.

ARTICLE XI. MISCELLANEOUS

Section 11.1. ANNUAL REPORT. No annual report to Members shall be required, but the Board of Directors may cause to be sent to the Members reports in such form and in such manner and at such times as may be deemed appropriate by the Board of Directors.

Section 11.2. CERTIFICATES OF MEMBERSHIP. The Board of Directors shall have authority to adopt a Member Certificate in such form and manner as may be deemed reasonable and necessary.

Section 11.3. APPOINTMENT AND LIMITATIONS OF CORPORATE AGENTS. The Board of Directors, except as set forth in these Bylaws or otherwise provided in the Articles of Incorporation, may authorize any officer or officers, agent or agents, to enter into or make any contract or executed instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, committee chair, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render it liable for any purpose and any amount. Any contracts, agreements, deeds or other instruments conveying lands or other interest therein and any other documents may be executed on behalf of the Corporation by the President as authorized by the Board of Directors.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Each Guild director and officer shall be indemnified by the Corporation to the fullest extent

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provided by Kansas law against any and all liabilities, fines, penalties and claims, imposed upon or asserted against such person (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and against all expenses, including but without limitation, counsel fees and expenses reasonably incurred in connection therewith, except in relation to matters as to which such person shall have been finally adjudged to be personally liable by reason of having been guilty of gross negligence or willful misconduct in performance of its duty as such director or officer.

If the determination of a director or officer's gross negligence or willful misconduct is to be made by the Board of Directors, the Board shall rely, as to all general questions of law, on the advice of independent counsel. Every reference herein to director or officer shall include every director or officer or former director or officer of the Corporation.

This indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to such indemnification. This right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified person. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

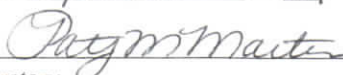


President

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Kansas Capital Quilters Guild, Inc.
2. That the foregoing Bylaws constitute the original Bylaws of said Corporation, as duly adopted at the meeting of the Directors thereof duly held on the 27 day of September, 2022.



Secretary