



August 28, 2020

Dear Fellow Sea Island Quilters,

This unusual time is presenting us with unusual problems. As you know, we have had to suspend in-person meetings and classes, and the Board announced at the August Zoom meeting that it had made the decision to do so through the end of the year. Aside from concerns about our members' health, our normal meeting places are not open to us and will not be for the foreseeable future.

It's frustrating, but so far we are all learning to handle Zooming pretty well to meet and learn! The Zoom sessions, Facebook, and the website are more critical than ever to our staying in touch with each other.

*However, recently we were faced with an unanticipated situation that isn't addressed in our Bylaws.*

As you know, this is the time of year we form a nominating committee to fill slots for next year. The offices of President and Treasurer have been held for two years and *must* turn over this election. The other offices *may* turn over as both Vice-President and Secretary are in their first terms of what is normally a two-year term.

At the August meeting, when the Board asked for volunteers to form a nominating committee, one of the members suggested that due to the current unusual situation which does not permit in-person meetings, that it might be beneficial to the guild to suspend the election this fall and keep the current Board in place. In normal times it is difficult to find members to accept the challenges of a Board position. The suggestion was that, rather than expecting a new group to come aboard and get up to speed in the midst of this challenging and constantly changing situation, it might be better to maintain the current Board if they were willing. Members present at the meeting were in agreement with this idea.

The members of the Board discussed this at length. There are no egos or agendas at work here. This will be a Membership decision. While we are willing to continue, we were determined to act within the Bylaws.

We ran this by Jane Fender, our resident legal expert and the person who originally helped the guild set up its Bylaws.

*As we suspected, we cannot suspend the election nor are current Board members allowed to serve in their current positions longer than two consecutive years.*

Jane suggested we simply amend our Bylaws to make them elastic enough to address unforeseen situations such as the one we find ourselves in. This is not as difficult as completely changing them. And while the voting process is a bit of a challenge, an amendment to Section III B just seems the simplest way forward to address this and other unforeseen "Twilight Zone" situations.

*In the end, again, this is a Membership decision. Board members will be fine with whatever the end result.*

***How this will proceed:***

Because we are in the time frame for nominations already, time is limited. We do have a Nominating Committee selected and they will move forward to select candidates. At the same time, we will start the amendment process as outlined in Article VI of our Bylaws. If you need to refresh your understanding of the election or amendment process, you will find the Bylaws in the Members Only, Guild Information section of our website.

**This letter serves as an official notice of proposal to amend Section III, part B of our Bylaws.** It starts the clock.

To amend the Bylaws requires a quorum of the membership to vote. A quorum is a simple majority of the membership. To pass an amendment, 2/3 of the quorum must agree. That's it.

- To meet the 30-day requirement for voting, we will call a **special general business** meeting over the Zoom platform to **discuss and vote** on the proposed amendment. That date will be **Wednesday, September 30, 2020 at 6:30 PM.**
- If members choose not to or are not able to attend the Zoom meeting to vote, they will have the opportunity to provide a proxy vote via email, online ballot, or USPS mail. Those votes must be in the Board President's hands 5 days before the special general meeting to be counted: **September 25, 2020.**
  - You may vote only once!
  - Voting at the special meeting on September 30 will be by show of hands of those present.
  - The easiest way for you to vote before then will be using the online ballot. Voting will be similar to that of the Challenge Quilt voting. A link is available on our website and has been e-mailed to all current members.
  - If you choose to vote by USPS mail, print off the attached ballot and mail to **Barb Rader, 506 Glebe St., Beaufort, SC 29902 to arrive no later than September 25, 2020.**
  - If you choose to vote by email, you must do so no later than **September 25, 2020.** Send an email to Barb at [barader@aol.com](mailto:barader@aol.com) stating "I approve the proposed amendment to Article III" or "I do not approve the proposed amendment to Article III."
  - If you have questions or concerns before you vote, contact any of the Board members. We will address questions and concerns before the vote on September 30 as well.
- Votes from the proxy voting and the Zoom meeting will be combined and the result will be announced at the end of the special meeting.

### **So, what are we proposing?**

Here is the current section of the Bylaws dealing with the election of the Board. The section in **BOLD** is the proposed amendment.

#### **Article III Officers and Board of Directors, section B**

The officers shall be elected at the October Annual General Meeting of the Guild and shall serve a term of one year, from January 1 through December 31. No officer shall serve more than two consecutive terms in the same office. Unexpired terms shall be filled to their expiration date by appointment by the President and approval of the Board of Directors. The officers shall be installed at the November General Meeting and take office on January first of the following year.

***In situations where in-person General Meetings are not possible for a period of six months or more, the existing Board of Elected Officers may, upon approval by a simple majority of such a motion made from the floor at a General Business Meeting, continue to serve past their elected terms until such time as in-person General Meetings could take place, but in no case longer than one year beyond their elected term. If in-person General Meetings cannot safely take place after one year, or if the existing elected Board is unwilling to continue past its elected term, all nominations and elections may be held via whatever means the Guild is using to conduct these General Meetings, such as virtually or on-line.***

Please read and consider this amendment carefully. Contact any Board member if you have questions or comments.

We tried to word this to address as many strange and unexpected situations as possible. It does not mean we *must* suspend elections, just that we *can* if that is the will of the majority of the Membership voting on such a proposal.