

ANNIE'S STAR QUILT GUILD  
BY-LAWS  
AS AMENDED and RESTATED AUGUST 1, 2019

ARTICLE I – NAME

The name of this organization shall be Annie's Star Quilt Guild and is hereinafter referred to as ASQG.

ARTICLE II – PURPOSE

1. ASQG is a 501(C)(3) non-profit corporation under the Internal Revenue Code and has tax exempt status under Section 2370 of the California Revenue Taxation Code.
2. The purpose of ASQG is
  - A. To foster and encourage the making, collecting and conserving of quilts
  - B. To sponsor and support quilting activities
  - C. To perform philanthropic community service within California
  - D. To provide educational meetings, fun and fellowship

ARTICLE III – MEMBERSHIP AND DUES

SECTION III-1. MEMBERSHIP

1. Membership in ASQG is open to any person, regardless of race, color, creed, national origin, sexual orientation or gender.
2. An Active Member is one who:
  - A. Endorses the purposes of ASQG
  - B. Agrees to abide by its By-Laws, Policies and Procedures
  - C. Pays annual dues
  - D. Participates in ASQG activities including but not limited to the Quilt Show and Community Service
  - E. Is eligible to vote, hold an office in ASQG or serve as a committee chairperson
  - F. Receives an annual ASQG membership card, monthly newsletters and an annual membership roster that shall not be used for commercial purposes.
  - G. May attend all general meetings at no cost and participate in all activities of ASQG
  - H. Is eligible to attend Workshops and Special Classes, which shall or shall not have an admission fee.
3. An Honorary Member is one who has reached the age of 80. Honorary Members retain their Active Member status, but do not pay dues.
4. A Non-Member including guests
  - A. May attend two (2) general meetings at no cost when there is no paid speaker
  - B. When a paid speaker is lecturing at a meeting, non-members may be asked to pay a fee.
5. New Members shall receive a Welcome Packet from the Membership Committee which will include:
  - A. A welcome letter from the President
  - B. A copy of the Membership list. The Membership list may only be used for ASQG related activities. It may not be used for any commercial purposes.
  - C. A copy of the ASQG By-Laws and Standing Rules

6. Undue Influence
  - A. No member shall influence a Board decision in which they know or have reason to know they have a financial interest.
  - B. No member shall use the activities of ASQG or its membership list
    - a. To influence legislation,
    - b. For self promotion or
    - c. To involve ASQG in any political campaign, political cause or office.
  
7. An Active Member will be considered "not in good standing" if any of the below is applicable
  - A. Failure to pay dues or other fees
  - B. Failure to return property of ASQG (i.e. books, quilt frames, audio/video equipment, etc.)
  - C. Non-participation in Quilt Show membership requirements, except by approval of the Quilt Show Committee
  - D. Undue influence
  - E. Uses the Membership list inappropriately or for commercial purposes
  - F. A member ceases to be an active member upon acceptance of their written resignation

#### SECTION III-2. FISCAL YEAR AND DUES

1. The fiscal year shall be from September 1 to August 31
2. Dues amounts are set forth in the Standing Rules
3. ASQG annual dues are payable no later than the October general meeting.
4. Persons not renewing on time will no longer be considered Active Members.

### ARTICLE IV – OFFICERS AND DUTIES

#### SECTION IV-1. TERM OF OFFICE

1. The term of each officer of ASQG shall be one (1) year with the privilege of re-election
2. No officer shall serve more than two (2) consecutive terms in the same position.
3. Officers and chairperson's terms shall begin at the close of the August board meeting.
4. New officers and chairpersons are required, if possible, to attend the August IN/OUT orientation board meeting.

#### SECTION IV-2. EXECUTIVE OFFICERS and DUTIES

##### 1. PRESIDENT

- A. Is the chief officer and official spokesperson for ASQG
- B. Presides over all general and board meetings, if possible
- C. Appoints
  - a. Committee chairpersons of standing and special committees
  - b. Members of the Nominating committee
- D. Instructs the Secretary regarding the issuance of notice, minutes, and general correspondence
- E. Receives financial reports from the Treasurer
- F. Is a member of the Budget Review Committee
- G. Presents the finalized budget to the Board for approval
- H. Signs all ASQG checks with the Treasurer being the co-signer.
- I. Signs all ASQG contracts
- J. Updates the ASQG Welcome Letter annually
- K. Maintains the ASQG calendar in the absence of the Parliamentarian
- L. Performs other duties that pertain to the office of the President
- M. Schedules presentation of other guild's opportunity quilts

2. VICE – PRESIDENT (S)

- A. Performs such duties as requested by the President
- B. Conducts meetings in the absence or at the request of the President
- C. Assumes all duties and responsibilities of the President for the remainder of the term in the event the President cannot or will not complete their term in office
- D. Is the assistant to the President in all matters
- E. Plans general meeting programs including choosing speaker, contracting for their services and coordinating room set up.
- F. Obtains workshop instructors and contracts for their services
- G. Performs other duties that pertain to the office of the Vice – President

3. SECRETARY

- A. Keeps records of minutes including all motions made and carried at each general meeting or special meeting
- B. Prepares minutes of all general meetings and Board meetings for approval.
- C. Conducts meetings in the absence of the President and Vice – President
- D. Performs other duties that pertain to the office of the Secretary

4. CORRESPONDING SECRETARY

- A. Handles all general ASQG correspondence
- B. Performs other duties that pertain to the office of Corresponding Secretary
- C. In the absence of the Secretary, performs all duties of the Secretary.

5. TREASURER

- A. Collects all monies
- B. Makes all bank deposits
- C. Pays all bills provided for in the budget or approved by the Board
- D. Keeps financial books
- E. Coordinates with ASQG bookkeeper
- F. Quarterly, submits a report of budget vs. actual expenditures to the Board and to the newsletter editor for distribution to ASQG members only
- G. Prepares an end-of-year (August 31<sup>st</sup>), financial report for the Board and submission to the newsletter editor for distribution to ASQG members only
- H. Provides other detailed reports to the Board as requested
- I. Serves on the Budget Review Committee and prepares the finalized budget.

## ARTICLE V – ANNUAL BUDGET REVIEW

An Annual Budget Review meeting shall be held during the month of August as soon after the change of officers as possible.

### SECTION V-1. PURPOSE

1. To perform an informal audit of the immediate past year's books
2. Prepare budget guidelines for the upcoming year
3. Presents the budget guidelines to the newly elected President by September 15<sup>th</sup>.

### SECTION V-2. PARTICIPANTS

1. Immediate past President
2. Immediate past Vice President(s)
3. Immediate past Treasurer
4. Newly elected President
5. Newly elected Vice President(s)
6. Newly elected Treasurer
7. One (1) ASQG member at large

## ARTICLE VI – BOARD OF DIRECTORS

### SECTION VI-1. BOARD OF DIRECTORS

1. Members of the Board of Directors
  - A. Executive Officers
  - B. Committee Chairpersons
2. Executive Officers are elected positions and consist of the
  - A. President
  - B. Vice – President(s)
  - C. Secretary
  - D. Corresponding Secretary
  - E. Treasurer

### SECTION VI-2. REMOVAL

1. A member of the Board may be removed from office for
  - A. Conflict of interest
  - B. Fiscal irresponsibility or misuse of funds
  - C. Actions in conflict with the By-Laws or Standing Rules of ASQG
  - D. Failure to perform the duties of their position
2. Upon recommendation of the Board, removal shall be by a majority vote of the general membership

### SECTION VI-3. REPLACEMENT

1. Excluding the office of President, an Executive Office vacancy shall be filled by a special election of the general membership
2. A vacancy in the office of the President shall be filled by the Vice-President per Section IV-2B
3. A Committee Chairperson vacancy shall be filled by the President's appointee

### SECTION VI-4. COMPENSATION

Board Members shall not be compensated for their services.

## ARTICLE VII – MEETINGS

### SECTION VII-1. BOARD MEETINGS

1. The Board of Directors shall meet monthly, on the second (2<sup>nd</sup>) Thursday, with the exception that there will be no scheduled meeting in December.
2. All board meetings are open to the General Membership
3. In order to conduct business, a quorum must be present
4. A quorum is defined as ten (10) members of the Board of Directors of which at least three (3) are members of the Executive Board.
5. Only members of the Board of Directors may vote, each office having a single vote.
6. Motions will be passed by a simple majority of those present
7. Emergency Action
  - A. Require agreement of no less than two (2) elected officers and two (2) committee chairpersons
  - B. Items so approved and acted upon must be reported to the Board at their next meeting

### SECTION VII-2. REGULAR & SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP

1. ASQG shall hold a regular meeting on the first (1<sup>st</sup>) Thursday of each month.
2. Regular meetings shall be held at a place arranged for by the President with the approval of the Board
3. The Order of Business shall be as set forth in the Standing Rules
4. Business shall be transacted by a simple majority of those in attendance at the general meetings
5. The general membership shall vote to approve:
  - A. By-Laws and revisions thereof
  - B. Dues
  - C. Election of Officers
  - D. Other items presented by the Board
6. Rescheduling of Meetings
  - A. In the event regular meeting needs to be rescheduled, the Board will select a new meeting date, time and location and notify members
  - B. Members will be notified of rescheduled meetings in the monthly newsletter, or in the most expeditious manner available.
7. Special meetings may be scheduled as needed provided members are notified in advance

## ARTICLE VIII – ELECTION OF OFFICERS

Any member in good standing may be elected and serve as an ASQG Officer.

### SECTION VIII-1. NOMINATING PROCESS

1. April  
At the general meeting, the President shall appoint three (3) members to the Nominating Committee
  - A. Two (2) Board members
  - B. One (1) General member
2. The duties of the Nominating Committee
  - A. Solicit candidate(s) for each office
  - B. Coordinate the election process
  - C. Submit a nomination form to the Newsletter Editor, by the April deadline, for publication in the May newsletter
  - D. Receive all completed nomination forms

- E. Verify candidate(s) are ASQG members in good standing
  - F. Monitor the election
  - G. Count the ballots
  - H. Report the results of the election to the President
- 3. May
    - A. A nomination form is published in the May Newsletter
    - B. All completed nomination forms are to be submitted to the Nominating Committee by the adjournment of the June general meeting
  - 4. June
    - A. Deadline for submitting nominations to the Nominating Committee is the adjournment of the June general meeting
    - B. Nominations are solicited from the floor at the June general meeting and forwarded to the Nominating Committee
    - C. The Nominating Committee submits the list of candidate(s) for each office and a ballot for voting to the Newsletter Editor, by the June deadline, for publication in the July newsletter
  - 5. July
    - A. The list of candidate(s) for each office is published in the July Newsletter
    - B. A ballot for voting is published in the July Newsletter

## SECTION VIII-2. VOTING

- 1. Ballots
  - A. Ballots will be available at member check-in for the August General Meeting.
  - B. All completed ballots must be placed into the ballot box.
  - C. Absentee Ballots
    - a. Must be received 72 hours prior to the August General Meeting
    - b. Must be signed by the ASQG member
    - c. After confirming ASQG membership, absentee ballots are placed in the ballot box.
- 2. Voting
  - A. August General Meeting
    - a. The President shall call for all completed ballots to be placed in the ballot box
    - b. Votes shall be counted by the Nominating Committee and the results reported to the President
    - c. The President shall immediately report the results of the election to the General Membership
    - d. If only one (1) candidate is nominated for an office, voting may be by oral acclamation.

## ARTICLE IX COMMITTEES AND CHAIRPERSON DUTIES

### SECTION IX-1. LIST OF COMMITTEES

1. Advertising
2. Block of the Month
3. Community Service
4. Current Events
5. Fat Quarters
6. Hospitality
7. Librarian
8. Membership
9. Newsletter Editor
10. Newsletter Block
11. Opportunity Quilt
12. Parliamentarian
13. Property Manager
14. Publicity
15. Quilt Challenge
16. Quilt Show
17. QGNQ (Quilt Guilds of the North Quarter Representative(s))
18. Refreshments
19. Small Groups
20. Social Media
21. Workshop Coordinator
22. Webmaster

### SECTION IX-2. DUTIES OF COMMITTEE CHAIRPERSONS

Chairpersons from each committee shall make a financial report to the Treasurer and turn over committee funds as requested.

1. Advertising – Manage the sale of business ads that appear in the monthly newsletter
2. Block of the Month
  - A. Select monthly block pattern and assemble kits for sale
  - B. Coordinate monthly raffle of completed blocks submitted by members
3. Community Service – Coordinate quilt projects that give comfort to those in need in California
4. Current Events - Inform members of upcoming quilt activities and events
5. Fat Quarters
  - A. Select fat quarters for raffle at the general meeting
  - B. Coordinate monthly drawing for the selected fat quarters
6. Hospitality – Greet members, welcome guests at meetings and collect fees, if any
7. Librarian – Manage ASQG library materials
8. Membership – Maintain current membership list
9. Newsletter Editor – Edit and publish a monthly ASQG newsletter

10. Newsletter Block
  - A. Monthly, select a block to be published in the ASQG newsletter
  - B. Coordinate monthly raffle of completed blocks submitted by members
11. Opportunity Quilt – Design, schedule and market ASQG’s biennial fund raising quilt
12. Parliamentarian – Ensure that ASQG By-Laws and Standing Rules are being followed by ASQG members
13. Property Manager – Keep an accurate inventory of all fixed assets owned by ASQG excluding the library
14. Publicity – Organize and prepare publicity for ASQG
15. Quilt Challenge – Plan ASQG’s biennial quilt challenge occurring in the even numbered years.
16. Quilt Show – Plan and produce the biennial Quilt Show occurring in the odd numbered years.
17. QGNQ (Quilt Guilds of the North Quarter Representatives) – Act as the liaison between ASQG and QGNQ
18. Refreshments – Arrange for refreshments at meetings
19. Small Groups – Maintain a list of small groups within ASQG
20. Social Media – Maintain ASQG social media accounts and historical references
21. Workshop Coordinator – Oversee the promotion and successful operation of ASQG workshops
22. Webmaster – Maintain ASQG website

## ARTICLE X – RULES and REGULATIONS

### SECTION X-1. AMENDMENTS TO THE BY-LAWS

1. Any member may propose an amendment(s) to the By-Laws
  - A. Submitting it in writing at a Regular General Meeting
  - B. Submitting it for publication in the Monthly Newsletter
2. All proposed amendments(s) must be published in the Monthly Newsletter prior to discussion or voting
3. Proposed amendment(s) must be discussed at the general meeting following their publication in the Monthly Newsletter
4. Voting may occur after discussion at the general meeting
5. Amendment(s) shall be approved by a simple majority of the membership present at a general meeting

### SECTION X-2. STANDING RULES

1. Standing Rules provide the details of the administration of ASQG
2. Prior to any vote taken to change a Standing Rule, the proposed change must be
  - A. Submitted in writing to the Board
  - B. Published in the monthly Newsletter, and
  - C. Discussed at the general meeting following publication in the Monthly Newsletter
3. A simple majority of the ASQG Board where at least twelve (12) members are present may approve the proposed Standing Rule change after discussion at the general meeting.



SECTION X-3. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern ASQG in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any Standing Rule ASQG may adopt.

ARTICLE XI – DISSOLUTION OF ORGANIZATION

SECTION XI-1. VOTE TO DISSOLVE

1. Prior to any vote to dissolve ASQG, a motion to dissolve must be submitted in writing at the previous general meeting
2. A two-thirds (2/3) vote of the membership is necessary for dissolution of ASQG.

SECTION XI-2. DISSOLUTION

1. The dissolution procedure shall follow the Parliamentary Authority as defined in ARTICLE X of the ASQG By-Laws.
2. By the ninetieth (90<sup>th</sup>) day following an affirmative vote to dissolve ASQG, any assets remaining after payment or provision for payment of all ASQG debts shall be donated to the nonprofit organization(s) approved by a majority vote of the members at the time the motion to dissolve is passed.
3. The organization(s) to which assets are distributed shall:
  - A. Be organized and operated exclusively for charitable and educational purposes
  - B. Have Section 501(c)(3) status under the Internal Revenue Code
  - C. Have tax exempt status under Section 2370 of the California Revenue Taxation code

ARTICLE XII – EFFECTIVE DATE

These By-Laws shall take effect immediately upon their adoption. Revision, additions or deletions are to be effective upon the date so voted by the membership.

CERTIFICATE OF SECRETARY

The Annie's Star Quilt Guild, Inc. membership has voted to approve the Amended and Restated By-Laws dated August 1, 2019 with no exceptions.

The undersigned does hereby certify:

1. That I, L.N. Missie Carpenter, am the  
print  
Secretary of the Annie's Star Quilt Guild, a California Nonprofit corporation
2. That the foregoing ASQG Amended and Restated By-Laws, consisting of twelve (12) Articles, as duly adopted at a meeting of the General Membership held on August 1, 2019 at the Masonic Family Center, 1110 West East Avenue, Chico, California.

WHEREFORE, I have hereunto subscribed my name on this date 8-11-19

By: *L.N. Missie Carpenter*  
signature