

PIONEER QUILTERS GUILD BYLAWS

Article I - NAME

The name of the organization, hereinafter referred to as Guild, shall be the Pioneer Quilters Guild, a non-profit tax-exempt corporation under California Revenue and Taxation Code 23701d and Internal Revenue Code 501(c)(4).

Article II - PURPOSE

The purpose of the Guild is to contribute to the growth and education of the art, history and techniques of quilting, and to provide community outreach and service. This shall be accomplished by the following:

- Providing education at both meetings and community outreach programs
- Sponsoring and supporting quilt making
- Promoting the awareness and appreciation of quilts
- Providing community service through the fabrication and distribution of quilts and/or related items as approved by the membership

Article III- MEMBERSHIP

Membership to the guild is open to anyone who is interested in quilts and endorses the purpose of the Guild. Membership becomes valid upon payment of dues. The Guild membership is limited to one hundred and seventy-five (175) members.

Membership includes free entry to all regular guild meetings, a monthly digital newsletter and eighteen (18) opportunity quilt tickets. Members will also have access to the membership roster. The membership roster is not to be used for any commercial or solicitation purposes. All members will have the opportunity of voting and holding any official position within the guild.

Members are expected to support the Guild through participation and relevant voluntary service. This may be accomplished in the following manners:

- Supporting or chairing Guild committees, or as a member of the Executive board,
- Actively participating in community service to achieve established goals,
- Attending a minimum of five (5) meetings per fiscal year,
- Participation in Guild sanctioned fund-raising events such as the Quilt show.

Failure to comply with attendance requirements shall result in non-renewal of membership. It is the membership chair's duty to notify the executive board of members who have failed to meet the five (5) meeting requirement as well as the member. The member is permitted to submit in writing a request for a waiver to the Executive Board (herein referred to as the board) for review.

In the event that the membership has reached its capacity, a chronological waiting list of prospective members shall be established and maintained by the membership chair. The waiting list will be open to anyone desiring to be a member. The membership chair will oversee the notification of open membership positions as they become available throughout the year.

Honorary Lifetime Membership Status

An Honorary Lifetime Membership will be granted to any member who has reached their 80th birthday prior to the start of the fiscal year and who has been an active, contributing member for the last 10 years. The number of honorary members shall be over and above one hundred and seventy-five (175) member limit.

An Honorary member receives all the benefits of a regular member at a reduced fee.

Corresponding Subscribers are not considered to be part of the general membership of the Guild. A corresponding subscriber will only receive a digital newsletter.

Article IV - FINANCIAL

The Guild fiscal year shall be from January 1 through December 31.

Annual Dues

Dues shall be reviewed annually by the executive board. Changes in the dues of the Guild shall be set by a vote of the membership at a general meeting following the recommendation of the executive board. Dues are payable at or before the December general meeting.

New members joining during or after the June general meeting will pay prorated dues for the remainder of the fiscal year. All dues paid to the guild become the property of the Guild and shall be used exclusively for the Guild approved expenditures.

Fiscal Review

A Fiscal Review of the Treasurer's records shall be conducted at the close of the fiscal year by two (2) guild members other than the Treasurer. The fiscal review is intended to verify the accuracy and proper documentation of the transactions. The fiscal review needs to be completed before March 31 of the following year. The review should include the examination of a minimum of one income and one expense from each quarter of the reviewed fiscal year. Procedures for the fiscal review are included in the Policies and Procedures. A report of the fiscal review's findings shall be presented to the membership at the following general meeting.

Budget

The executive board shall submit an annual budget for the Guild membership's approval. The proposed budget for the coming year will be developed and presented by the Treasurer to the board at the October board meeting (prior to the November General Meeting) for discussion. After executive board review, the proposed budget is to be published in the Guild newsletter. A vote by the general membership to approve the proposed budget shall take place at the December general meeting. Committee chairs shall submit completed budget request forms to the Treasurer by October 15.

Contributions and Donations

Contributions and donations made by the Guild to outside persons or organizations shall be made only with the approval of the general membership.

Fundraising

At least one fundraising project directed to and in support of the Guild's purposes shall be held each year. Proposals for new projects and/or changes to the time, place and nature of exiting activities shall be submitted to the executive board for review. The said changes would be presented to general membership for a vote of approval.

"Fundraiser" is defined as any type of event and or sale of products from which there is a reasonable expectation that the Guild will make a profit that can be applied to further the stated purpose of the Guild.

Liability Insurance

The guild shall be required to carry liability insurance to cover its activities.

Non- Budgeted Expenditures

All non-budgeted expenditures in excess of \$100.00 will require the approval of the executive board. Any non-budgeted expenditures over \$250.00 will require the approval of the general membership.

Release of Funds

All checks drawn to release funds from the Guild shall require at least two (2) authorized signatures. Authorized signatures shall be the Treasurer, the President and at least one other member as designated annually by the executive board.

Article V - MEETINGS

The guild shall hold a minimum of ten (10) meetings a year at a time and place designated by the executive board. Such meetings will be announced in advance by email. Special guild meetings may be called by the President, three (3) members of the executive board or by ten (10) active members of the Guild. Special meetings shall be announced via email a minimum of 24 hours in advance of the meeting.

Thirty percent (30%) of the membership of Guild shall constitute a quorum. There shall be no proxy votes permitted.

Workshops, excursions and special events for which the Guild has set an admission charge shall not be considered a general meeting. Non-members will be assessed an admission charge as set by the executive board.

ARTICLES VI - OFFICERS

Officers of the Guild shall be Past President, President, Vice President, Secretary, Treasurer, Treasurer-Elect, Community Service Chair, Programs Chair, Programs Chair-Elect, Ways and Means, Ways and Means-Elect, Quilt Show Chair and Two (2) elected Members at Large.

Candidates for the Presidency shall have served previously on the Executive Board.

If the Executive Board determines that any elected officer is not fulfilling the duties of the office, the Board shall propose removal of said officer. Removal must be approved by a majority vote at an Executive Board meeting. In the event of a vacancy in any office, with the exception of the President, the Executive Board shall fill the position by appointment.

A board member may be elected to serve in the same office for no more than two consecutive terms of office, a term of office being one year. The Quilt Show Chair shall be exempt to the two-year limit.

ARTICLE VII - OFFICERS' DUTIES

The **President** shall be the chief executive officer of the Guild and shall preside at all general meetings and Executive Board meetings. The president shall supervise and monitor the affairs of the guild and the activities of the officers. The president will perform all duties incidental to the office and such other duties as may be required by law, or by the bylaws.

The **Vice President** shall, in the absence or resignation of the President, serve and perform duties of the President, and be willing to seek the Presidency the following year. The Vice President shall be responsible for coordinating visiting guilds' opportunity quilts, chairing the Nominating Committee, coordinating the gift for the outgoing President and for special projects requested by the President.

The **Secretary** shall be responsible for the records of the Guild, by recording the minutes of the General Meetings as well as the Executive Board Meetings. The secretary shall then make all meeting records available to the membership. The Secretary shall be responsible for all official Guild correspondence.

The **Treasurer**, as Chief Financial Officer of the Guild, shall be responsible for the accounting of the funds of the Guild and for the timely preparation of all fiscal reports and financial filings.

The **Past President** shall be responsible as the transition advisor, overseeing the transition of outgoing and incoming Board and Committee Chairs to ensure a smooth transition from one fiscal year to the next.

The Members-at-Large (2) shall act as a liaison between the members of the Guild and the Executive Board. Members-at-Large shall attend Board meetings. They will take member(s) concerns to the Executive Board for consideration.

Members-at-Large shall be responsible for tallying votes when a ballot vote or hand vote is needed. Members-at-large contact information shall be provided to all Guild members via newsletter and roster.

Quilt Show Committee Chair is responsible for the planning and execution of the annual Quilt Show and Sale.

ARTICLE VIII – EXECUTIVE BOARD

The Executive Board shall be responsible for carrying out the established Bylaws and Policies and Procedures of the Guild. A list of such policies will be attached to the Bylaws. The Policies and Procedures shall be subject to review and approval by the Board. The Board shall meet regularly to conduct business meetings at a time and place designated by the President.

The Board shall consist of the following elected officers: Past President, President, Vice President, Secretary, Treasurer, Treasurer-Elect, Community Service Chair, Programs Chair, Programs Chair-Elect, Ways and Means, Ways and Means-Elect, Quilt Show Chair and Two (2) elected Members at Large.

The voting board members will consist of the following elected officers; Past President, President, Vice President, Secretary, Treasurer, Community Service Chair, Programs Chair, Ways and Means Chair, Quilt Show Chair, and two (2) Members at Large.

The general membership is welcome and encouraged to attend all Board meetings. Each executive board position shall have one vote on the board. One half plus one of members present of the Executive Board members shall constitute a quorum. In order for the board to conduct official business, a quorum must be present.

The President may call special meetings of the Board in response to a written request from one member of the Board or a written request to the President by three members of the Guild.

Article IX - NOMINATIONS AND ELECTIONS

The Executive Board shall appoint a Nominating Committee no later than June. The committee shall consist of the Vice President and two individuals from the general membership. The Nominating Committee will submit a slate of one or more nominees for each elected office to the Executive Board at its October meeting (prior to the November General Meeting).

The slate will be submitted to the general membership at the November general meeting. At that time, additional nominations may be made by the general membership and added to the slate. Nominations shall be published in the November newsletter.

The final slate of nominees shall be presented at the December general meeting. The election shall be an oral vote for all uncontested offices. In the event of a contested office the vote shall be by secret ballot. The ballots shall be kept sealed and in the possession of the Guild's Secretary for one year.

The newly elected board members will be installed at the December general meeting.

The newly elected President shall preside over the Executive Board that is scheduled to meet after the December general meeting and prior to the first General meeting of the new year. Both out-going and incoming board members shall attend the meeting.

Article X - AMENDMENTS

The Bylaws shall be reviewed by the Board every three (3) years or sooner at the discretion of the Board. Proposed changes to the bylaws shall be submitted in writing or by email to the Guild membership for final approval at any general meeting of the Guild. A 2/3 vote of active members present is required for approval. Notification of when the vote is to be held is required in writing or by email in advance.

ARTICLE XI – PARLIAMENTARY AUTHORITY

All procedures not covered by these Bylaws shall be governed by Roberts Rules of Order, revised. All duly called meetings of the Guild shall adhere to these Bylaws and acceptable standards of parliamentary procedures.

ARTICLE XII – DISSOLUTION

Should the Guild be dissolved, any funds remaining in the treasury shall be used first to pay off any outstanding debts of the Guild. Then, any remaining funds, along with any remaining property shall be distributed to one or more educational, non-profit organizations to be named by the board and approved by the Membership prior to dissolution.

President: Patsy Pavan_____Date_10/7/2024_____

Vice President: Claudine Matulich_____Date_10/7/2024_____

Adopted 2/6/89

Reviewed 2/5/96, 3/3/97, 4/5/99, 4/3/00,4/03,5/05, 5/06, 09/06, 8/27,07, 6/1/09 4/4/11, 10/7/13
6/14/15, 11/02/15, 10/01/18, 12/6/2021, 10/7/2024