

**BYLAWS
OF THE
NORTHERN CALIFORNIA QUILT COUNCIL**

Tax ID # 68-0407250

Article I – Name of Corporation

The name of this Corporation is the Northern California Quilt Council and is henceforth referred to as “NCQC” or “Council”.

Article II – Office

The office of NCQC is located in California, at the home of the Director or Secretary of NCQC. The Board may change the location by noting the changed address in the Board meeting minutes.

Article III – Organization and Purpose

Section 1. Organization

NCQC is organized and operated exclusively for charitable purposes within the meaning of Section 501 (C) (3), Internal Revenue Code, including awarding grants to any organization or individual that qualifies. NCQC is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person.

Section 2. Purpose

The purpose of NCQC is to facilitate communication among quilt groups, shop owners, teachers, judges, museums and vendors. NCQC shall maintain a master calendar of quilting events occurring in the Northern California area. NCQC shall provide lists of teachers, judges, guilds, shops, conferences, museums and other organizations that promote quilting as a service to our affiliates and the community.

Article IV – Membership

Section 1. Member Classifications:

There are two classifications of membership:

Guild--a quilt guild that complies with these bylaws and policies and procedures, and pays dues, enables all of its guild members to be members of NCQC

Nonguild--any person or business that subscribes to the purpose of NCQC, complies with these bylaws and policies and procedures, and pays dues. Nonguild categories will be created and approved by the board and defined in the policies and procedures.

Application and Dues

Guild and nonguild members wishing to join NCQC will fill out an application and pay dues as set by the Board and defined in the policies and procedures. Dues are due January 1 and delinquent by April 1.

Members of the Board that are not a member of a guild are not required to pay dues as long as they serve on the Board.

The fiscal year is January 1 to December 31.

Article V – Officers

Section 1. Designation of Officers

The officers are a Director, Assistant Director, Secretary and Treasurer. The Board may appoint other officers as needed to conduct the business of NCQC.

Section 2. Term of Office

Term of office will run from January 1 to December 31, of the following year.

The offices of Director and Treasurer will serve a two-year term beginning in an odd year or until their successor is elected.

The offices of Assistant Director and Secretary will serve a two-year term beginning in an even year or until their successor is elected.

Officers may be elected to the same office for a maximum of two consecutive terms. Upon completion of his/her term(s), an officer may be elected to a different office or return to the position of Board member.

Any vacancy of office shall be filled by the Board with interim members serving until the designated term of office becomes available for election. Interim services are not to be considered toward a term for the office.

Section 3. Duties of Officers

Director

The Director will preside over all general meetings, board meetings and any special meetings that are called.

The Director is the chief executive officer of NCQC and will, subject to the approval of the Board, supervise the affairs of NCQC and the activities of the Board.

The Director will perform all duties as may be required by law, by the Articles of Incorporation, by these Bylaws, policies and procedures, or which may be prescribed from time to time by the Board.

Assistant Director

The Assistant Director will perform all the duties of the Director in the Director's absence.

Upon the resignation of the Director, the Assistant Director will be the Acting Director until such time as the Board appoints a new person to fill the office of Director.

Secretary

The Secretary will record minutes at all general and board meetings and any special meetings

The secretary will keep a record of minutes of all such meetings and send a copy of all minutes to each member of the Board after each meeting.

The Secretary will keep a copy of all Bylaws as amended or otherwise altered to date and all documents of the Council.

The Secretary will be responsible for correspondence as requested by the Director or the Board.

Treasurer

The Treasurer is responsible for all funds and securities of NCQC, and deposits all funds in the name of the Council in the bank or other depositories as selected by the Board.

The Treasurer will have authority to sign all checks, and, in addition, maintain authorization for at least two other officers to be able to sign checks.

The Treasurer will receive and give receipt for monies due and payable to NCQC from any source; disburse the funds as directed by the Board, taking proper vouchers for such disbursements.

The Treasurer will keep and maintain adequate and correct accounts of the NCQC's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Treasurer will render to the Director and Board, whenever requested, an account of any or all of the transactions as Treasurer and of the financial condition of NCQC.

The Treasurer will prepare the financial statements to be included in any required reports and prepare reports to be distributed to Board members at each Board meeting.

The Treasurer will submit all reports as required by federal and state laws that govern NCQC.

Section 4. Nominations and Election of Officers

Officers shall be elected by the Board at the last Board meeting of the year, with each officer holding office for two years, beginning January 1.

Board members may be elected by the Board to fill vacancies as they occur.

Article VI -- Meetings

General meetings will occur a minimum of three times a year or as ordered by the Board.

Article VII--Executive Board ("Board")

Section 1. Designation of the Board

The Board includes the elected officers; director, assistant director, secretary, treasurer; and no more than eleven additional board members. There will be no fewer than four members (the officers) on the Board.

Section 2. Eligibility for a Board Member

To be eligible for a position on the board you must be current on NCQC dues, complete an Application for Board Membership and the submitted application is approved by the Board. Potential board members can come from a recommendation of a member (board or general) or an expressed interest from a general member.

Section 3. Term of Office

There is no term limit to serve on the Board.

Section 4. Removal of a Board Member

Any Board member may be removed by a two-thirds vote of the Board if their actions are considered in conflict with these bylaws, purposes, objectives and/or for failure to perform duties as outlined in these bylaws and the policies and procedures.

Section 5. Duties of Additional Board Members

Board members that are not officers will be requested to assist with any duties or events that NCQC holds for its members. Such duties and events will be defined in the policies and procedures.

Section 6. Duties of the Board

Subject to the provisions of the laws of California and any limitations in the Articles of Incorporation, the Board shall be the policy-making body of NCQC. The activities and affairs of this corporation shall be conducted under the direction of the Board.

Section 7. Compensation

The Board shall serve without compensation. However, they shall be allowed to reasonable reimbursement of expenses in the performance of their duties with the approval of the Board.

Section 8. Meetings

Board meetings will occur a minimum of three times a year or as ordered by the Board or as specified in the policies and procedures.

Special meetings of the board are called by the Director or three Board members with at least two days notice. The only item(s) of discussion is mentioned in the call of the meeting.

Section 9. Voting by Email

The Board can conduct business between meetings via telephone or email. The vote will be ratified in the minutes at the next regularly-scheduled meeting.

Section 10. Quorum of the Board

Quorum of the board will be a majority of the members.

Section 11. Non-liability of Board Members

The members of the Board shall not be personally liable for the debts, liabilities or other obligations of the corporation. The Board of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state. Liability insurance shall be purchased for the protection of all parties operating within the purpose of the organization, including the Board, and only limited by the provisions of these Bylaws or the provision of law.

Article VIII--Committees

Standing and special committees needed are defined in the policies and procedures. Committee chairs will be appointed by the director.

Other committees, standing and special, may be formed by the Board as deemed necessary to carry on the work of NCQC.

Article IX – Internal Revenue Code 501 (c) (3) Tax Exemption Provisions

Section 1. Limitations of Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, after payment of all debts, the remaining assets shall be distributed to another non-profit organization within the meaning of Section 501 (c) (3) as determined by the Board.

Article X--Electronic Meetings and Voting

Meetings Held Electronically

Except as otherwise provided in these bylaws, meetings of the board (and/or membership) can be conducted through use of internet meeting services, designated by the director (and/or board) that support visible displays identifying those participating , those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, allowing members to vote, and showing the results of votes.

Article XI--Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern this council in all parliamentary situations that are not provided for in federal, state or local laws, its Articles of Incorporation, bylaws or adopted policies and procedures.

Article XII – Amendment of Bylaws

Section 1. Amendment

Amendments to the bylaws are submitted in writing to the Bylaws Committee and then submitted to the Board. Amendments are approved by a two-thirds vote of the Board.

These bylaws, or any bylaws previously adopted, may be altered, amended or repealed and new Bylaws adopted by approval of the Board except as may otherwise be specified under provisions of law.

Section 2. Authority

If there is any conflict between the provisions of these or any Bylaws and the Article of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Adopted April 7, 2021