

BYLAWS
OF
NORTHERN CALIFORNIA QUILT COUNCIL

Revised October 2017
Tax ID # 68-0407250

Article I – Name of Organization

The name of this organization shall be Northern California Quilt Council and is henceforth referred to as NCQC.

Article II – Office of Organization

The office of the corporation 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

Section 1. Organization

This corporation 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. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person.

Section 2. Purpose of Organization

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 – Board of Directors

Section 1. Members

NCQC shall have a maximum of sixteen Board members, with a minimum of twelve members, and collectively they shall be known as the Board of Directors or simply, the Board. Board members may be elected by the Board to fill vacancies as they occur.

Section 2. Duties

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 3. 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 4. Meetings

The Board will determine the time and place of the regular meetings which will generally occur four times a year.

Section 5. Voting

A quorum shall consist of two-thirds of the total number of members of the Board for voting purposes with results recorded in the minutes.

Section 6. Non-liability of Board Members

The members of the Board shall not be personally liable of 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 V – Officers

Section 1. Designation of Officers

The officers of the corporation shall be Director, Assistant Director, Secretary and Treasurer. The Board may appoint other officers as necessary.

Section 2. Election and Term of Office

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

The offices of Director and Treasurer will be elected to a 2 year term beginning in the odd years and the offices of Assistant Director and Secretary shall be elected to a 2 year term beginning in the even years. 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 the Director

The Director shall be the chief executive officer of the corporation and shall, subject to the approval of the Board, supervise the affairs of NCQC and the activities of the Board members. He or she shall perform all duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board. The Director shall preside over all General Meetings, Board Meetings and any Special Meetings that are called.

Section 4. Duties of the Assistant Director

In the absence of the Director, the Assistant Director shall perform all the duties of the Director, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Director. Upon the resignation of the Director, the Assistant Director will become Acting Director until such time as the Board appoints a new person to fill the office.

Section 5. Duties of the Secretary

The Secretary shall record minutes at all General and Board Meetings and any Special Meetings when applicable, keep a record of minutes of all such meetings and send a copy of all minutes to each Board Member after each meeting. The Secretary shall keep a copy of all Bylaws as amended or otherwise altered to date and all documents of the corporation. The Secretary shall be responsible for correspondence as requested by the Director or the Board.

Section 6. Duties of the Treasurer

The Treasurer shall be responsible for all funds and securities of the corporation, and deposit all funds in the name of the organization in the bank or other depositories as selected by the Board. The Treasurer shall have authority to sign all checks, maintaining authorization for at least two officers, other than the Treasurer, to sign checks additionally.

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

The Treasurer shall 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 the corporation. Prepare the financial statements to be included in any required reports. Prepare reports to be distributed to Board members at each quarterly Meeting of the Board. Submit to the state of California any and all reports as required by laws that govern this organization.

Article VI – 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 VII - Amendment of Bylaws

Section 1. Amendment

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.

Adoption of Revision of Bylaws

Date Oct. 25, 2017

Director

Karren Lusignan

Assistant Director

Sherry Werum

Secretary

Meel Beach

Treasurer

Sharon Malachuk