



# Bylaws of the Santa Clarita Valley Quilt Guild

A Non-Profit Organization

## ARTICLE I – Name

The name of this organization shall be the Santa Clarita Valley Quilt Guild, hereafter referred to as “the Guild”.

## ARTICLE II – Purposes

The purposes of the Guild shall be to stimulate an interest in quilts, to promote and advance the art of quilt making, to conduct educational programs and services in the design techniques and preservation of quilts and quilt making; and to promote quilting in philanthropic endeavors.

## ARTICLE III – Non-Profit

The Guild shall be non-profit, and no part of its assets shall be used to benefit any individual member but shall be used exclusively for the purposes of the Guild. The Guild is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Amended 3/20/2014 per IRS

## ARTICLE IV – Membership

### Section 1.

Any person interested in the history, preservation, and/or the development of the art of quilting, regardless of race, creed, sex, color or national origin, shall be eligible for general membership with full voting privileges.

### Section 2.

Members shall pay annual dues determined by the Executive Board.

### Section 3.

Annual dues shall be paid by January 1<sup>st</sup> of each year. Members who have not paid by March 1<sup>st</sup> shall be dropped from membership.

### Section 4

Active membership shall be maintained in the following manner:

- a. Attendance at a minimum of six (6) monthly meetings per year,
- b. Active support of activities approved by the membership,
- c. Timely payment of dues, which includes the purchase of the opportunity quilt tickets.

### Section 5.

The membership roster is the property of the Guild and is provided to all members as a personal convenience. The roster will not be used for commercial or business purposes by members or others.



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## Section 6.

Any member who willfully violates the purposes and limitations of the Guild may be asked to resign by a 2/3 vote of the Executive Board.

## Section 7.

Associate members have the same rights as regular members. Business associate members' rights are limited as defined by the Executive Board in the Standing Rules.

## **ARTICLE V – Membership Meetings**

### Section 1.

The annual meeting shall be held in November at which time new officers will be elected.

### Section 2.

The Treasurer will present a proposed budget for the coming year to the current Executive Board at the October business meeting for their approval. The budget will be included in the November Newsletter and presented to the membership at the November meeting for final approval. The budget will be effective the following January.

### Section 3.

The Guild shall hold at least one other membership meeting each year. Special meetings may be called by the President with approval of the Executive Board. A change of venue for any meeting shall be communicated to membership by email a minimum of 24 hours prior to the new venue.

### Section 4.

All members present shall constitute a quorum for the transaction of business in any membership meeting of the Guild.

## **ARTICLE VI – Nominations**

### Section 1.

A nominating committee made up of three (3) guild members will present a slate of nominees to the general membership at least three weeks prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting. Only the names of those persons who have signified their consent to serve if elected shall be accepted for nomination to an office. Members of the nominating committee cannot be on the slate they present. There shall be no proxy votes.

### Section 2.

The officers who are elected in November will be installed in December. They will assume their duties at the end of the December meeting. See Appendix A.



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### Section 3.

In the event a vacancy occurs in the office of President, the First Vice-President will assume the duties of that office for the remainder of that term. A vacancy occurring in any other office will be filled by presidential appointment until the next annual meeting.

### Section 4.

Candidates for the office of President must be active members as defined in Article IV, Section 4.

## **ARTICLE VII – Executive Board**

### Section 1.

The elected officers of this Guild shall consist of: President, First Vice-President – Council Representative, Second Vice-President – Programs, Secretary, and Treasurer. These officers, with the immediate Past President and committee chairpersons, shall constitute the Executive Board.

### Section 2.

Each officer shall be elected for a term of one year. The President and Treasurer may hold up to two (2) consecutive elected terms in the same office. An individual may hold only one elected office at any one time.

### Section 3.

The duties of the officers shall be as follows:

*President:* Will preside over all general, special and executive board meetings, and will, in conjunction with the First and Second Vice-Presidents, determine committees necessary for the welfare of the organization and appoint chairpersons. Will create agendas for board meetings which will be emailed to the Executive Board at least 3 days in advance of the meeting. Will act as liaison between the Guild and the quilting industry and other organizations. Will be responsible for key disbursement. Will be authorized to co-sign checks

*First Vice-President – Council Representative:* Will represent the Guild at the Southern California Council of Quilt Guilds (SCCQG) and will report to the membership on its activities. Will serve as the Guild's liaison officer and meeting site manager. Will assure the Guild has a regular meeting place. Will assist the President and in the absence, or at the request, of the President, will perform the duties of the President. Will be authorized to co-sign checks.

*Second Vice-President – Programs:* Will oversee the Programs and Workshop committees. Will coordinate activities with Workshop chairperson and other committee chairpersons who have activities that will be presented at the general meeting, such as community service night, scholarship presentations, challenge quilt judging, and the holiday party. Will be authorized to create contractual agreements with speakers and/or teachers. Will be authorized to co-sign checks.

*Secretary:* Will keep an accurate record of all executive board meetings and business portions of membership meetings and email minutes to appropriate persons for approval at the following meeting. Will collect mail from the P.O. Box and handle correspondence. Will be authorized to co-sign checks.



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*Treasurer:* Will collect and take charge of all dues and funds of the Guild and will keep a written account of all Guild transactions. Will prepare a monthly report to the membership on income and expenses which will be published monthly in the Newsletter. Will prepare and file appropriate tax documents, raffle requests, and reports or any non-profit documentation. Will present a proposed budget, whose line items must come from existing chairpersons or officers responsible, in October to the current Executive Board. The Treasurer's books will be audited quarterly (within a two-week time frame) by different members approved by the Executive Board. The Treasurer will provide copies to the auditors.

*Past President:* Will continue as an active board member for one year following the last term served. Will be available to advise the Executive Board as needed to provide continuity during that year.

### Section 4.

Seven (7) members of the Executive Board will constitute a quorum for the transaction of business in the business meetings of the Guild. All members in attendance at a business meeting have equal voting rights unless serving as a co-chair. One co-chair will be designated for voting purposes for that meeting.

## ARTICLE VIII – Special Considerations

### Section 1. Financial Approvals Outside the Budget

Expenditures not exceeding \$1000 may be authorized by the Executive Board; expenditures exceeding \$1000 (not previously budgeted) must be authorized by a 2/3 vote at any general meeting.

### Section 2. Co-Chairpersons

All committees may be co-chaired. One individual will be designated as the lead for purposes of voting. In that person's absence one of the other co-chairs may vote. Officers are single positions who may designate committee members to handle specific areas of their responsibilities.

### Section 3. Collection of Moneys

Cash boxes and seed money for all events must come from the Treasurer. Two members will count when signing out the box, and two different members will verify amounts prior to return of the box.

## ARTICLE IX– Committees

### Section 1. Standing Committees

*Associate Member Liaison:* Will work with the Membership chair to maintain positive relations and membership renewals of our associate and business associate members.

*Block of the Month:* Will select the pattern for the month, and make it available to the members through the monthly newsletter and at the monthly meetings. Will administer the drawing of winners at the Guild meetings.

*Community Service:* Responsible for recommending and overseeing on-going charity projects throughout the



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year. May plan and direct one or more monthly guild meetings during the year at which time members will work on a philanthropic project; will coordinate the meeting with the Second Vice-President – Programs. Will administer the drawing of winners at general meetings.

*Hospitality:* Will arrange for refreshments at meetings except for the holiday party.

*Membership:* Will process applications and hold membership drives, if necessary for the growth of the Guild. Will help members and visitors feel welcome. Will maintain the roster of members, email accounts, and newsletter mailing list and publish the membership roster (directory) once per year. Will collect all dues and visitor fees at general meetings. Will maintain membership attendance records. As part of the renewal process will collect approval to allow publication of photos taken at guild events. Will provide a membership packet to new members. Will keep current point of sales device and make arrangements to provide it to committees as needed.

*Newsletter:* Will produce and distribute a monthly newsletter to all paid members based on information provided by the Membership committee. May solicit classified and/or retail advertising. Newsletter advertising fees may be reviewed yearly and approved by the Executive Board. Will provide date, time, and place of general meetings, executive board meetings, and any business requiring formal notice. Determines monthly submission date of articles and publishes by the end of the same month.

*Opportunity Quilt:* Will present to the Guild for approval a choice of patterns; solicits volunteers from the Guild to help in construction and completion of the quilt. Budget shall include the cost of fabric, batting, and quilting when necessary. In charge of promoting the opportunity quilt through photos or other electronic means; ticket sales; and will coordinate taking the quilt to various venues for purposes of raising money for the Guild. This committee may be split into two: production and sales.

*Parliamentarian:* Will be responsible for ensuring that the Guild's business activities are conducted in line with the Bylaws or as stated authority in Article XI. Literal interpretation is not demanded.

*Programs:* Chaired by the Second Vice-President – Programs: Will assist with planning, coordinate, and lead the educational or "speakers' portions" of each Guild meeting for the current year. Will provide assistance as needed for creating or acquiring appropriate "props" for the programs. Will plan and develop programs for the next year; this includes coordinating teacher contracts, community service, the holiday party, block auction, raffles, and/or game programs. Will publish an annual calendar of events for the next year.

*Publicity:* Will publicize meetings and special events in appropriate media.

*Scholarship:* Will oversee applications and distribute scholarships to members. Can be awarded for any class or seminar on quilting topics. Requirements to fulfill the award are provided by the chair as a handout or on the Guild's website.

*Ways and Means:* Will oversee the Guild's monthly fundraisers by collecting items, accepting donations for tickets, and drawing winners in front of membership in attendance.



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*Workshops:* Will arrange for workshop facilities, collect fees, and supply information for workshops to members. Will be responsible for arranging travel, meals, and lodging for teacher, when applicable. Will report to the Second Vice-President – Programs.

*Webmaster:* Will maintain the Guild's website. Will update information from respective committee chairs. Will ensure that the domain and account registration are current. Will coordinate with all electronic group administrators.

### Section 2. Quilt Show

Members of the Guild will be in charge of coordinating all aspects of the Quilt Show. The Chair will determine venue, heads of committees, dates, and location. Subcommittees for the Show may include positions as follows:

- *Entry tables* – coordinates special displays, oversees the operation in case of questions, works to help with catalog, other special handouts, provides for collection and cleanup of area. Returns money to the Treasurer.
- *Exhibit Displays* – coordinates layout of exhibits, catalog, and signage information, drop off of entries at meeting before show, and pick up after show. Other positions to be established as needed.
- *Hospitality* – provides drinks/snacks or other items as decided by the Show committee for the volunteers and vendors.
- *Publicity* – handles publicity for the Show including calendar information on the SCCQG website, local news media, quilting magazines, bookmarks or flyers to SCCQG, and local quilt stores and guilds.
- *Special events* – such as boutique or door prizes, as determined by the Chair. Coordinates collection of items, sales, setup, and take down at the show. Returns money to the Treasurer.
- *Staffing* – solicits Guild members for specific positions on the day of the Show such as setup, hanging quilts, white gloves, entry tables, vendor support, opportunity ticket sales, judging, door prizes, raffles, silent auction, hospitality, boutique, tear down, or other such support as determined by the Show committee. Provides name tags.
- *Treasurer* – is the responsibility of the elected Treasurer. Will provide seed money as determined by the Show committee with approval of the Executive Board for opportunity quilt sales, entry ticket sales, boutique, or other special events. Treasurer will be responsible for verifying totals accepted from the sales areas and reporting results to the Show committee and the Executive Board.
- *Vendors* – handles rental and contractual agreements with vendors who will participate at the Show. Coordinates with the Exhibit Displays committee to insure spaces are available. Handles vendor support the day of Show (staffing available from volunteers).



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### Section 3.

Other committees may be appointed for stated periods of time to complete purposes or projects. This would include special events such as the Cowboy Poetry Festival, or other venues where the Guild is participating.

### Section 4.

The committee chairpersons for the coming year will be appointed by the incoming President and Vice-Presidents. This process will begin with asking the existing chairs if they wish to continue. Outgoing and incoming chairs will be presented at the general meeting in December. A recommended approach is to have the outgoing President thank all committee chairs at that time and recognize the Executive Board for the new year. All committee chairpersons serve on the Executive Board. (See Article VII, Section 3 for duties of President and Vice-Presidents).

### Section 5.

Committee chairpersons may make announcements at general meetings and will publish articles in the Newsletter or other media as is appropriate.

### Section 6.

All committee chairpersons are required to keep their procedure manuals current and updated and to make this information available to their successors at the end of the holiday party.

### Section 7.

The Executive Board and committees will generate business documents from normal activities. All historical records not in use by the Executive Board or current activities guided by the various committees will be stored in labeled boxes in the Guild's storage units and/or on electronic media.

Historical records include the following:

- Business records
- Newsletters
- Existing albums
- Quilt Show photos organized on DVDs
- Inventory of storage units (defining usage in the Guild and including business records and quilt frames)

Current business records include the following:

- Procedure manuals
- Treasurer books and reports
- Secretary minutes from all meetings
- Correspondence
- Legal documents

## **ARTICLE X– Amendments**

The Bylaws may be amended at any regularly scheduled meeting by 2/3 vote of the members present. The membership will be notified of the proposed change 30 days prior to the date on which the vote is scheduled (see Appendix B).



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## **ARTICLE XI – Parliamentary Procedure**

The parliamentary authority in all matters not covered by these Bylaws will be the “Robert’s Rules of Order, Newly Revised”.

## **ARTICLE XII – Dissolution Clause**

Upon dissolution of the Guild assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Guild is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Amended 3/20/2014 per IRS



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## Appendix A –How to Conduct Elections

*September:* Establish a Nominating committee at the general meeting, which will prepare a slate of candidates. Job descriptions are available on the website. Each position can have one or more nominees.

*October:* Nominating committee will present the slate at the meeting and ask for any additional nominations. The slate will be printed in the Newsletter.

*November:* For each office, starting at President, then VP's, Secretary, and Treasurer, the Parliamentarian or, if absent, the chair of the Nominating committee will:

- 1) Present slate.
- 2) If all offices have only one candidate, the entire slate may be presented for approval with consent of the membership in attendance.
- 3) If only one candidate:
  - a. Candidate may give a brief statement, then leaves the room.
  - b. Hand vote is called: For or Against (count is necessary only if hand vote is not obvious).
  - c. If not accepted, take nominations from the floor and return to Item 3 for a single candidate, or proceed to Item 4 if more.
- 4) If more than one candidate:
  - a. Each candidate gives a brief statement, then they all leave the room.
  - b. Written vote is called: actual count is necessary.
  - c. The winning candidate is announced. In the event of a tie, begin at Item 4(a) with all candidates in the tie.

## Appendix B – Amendments to Bylaws

*July:* Establish a Bylaw Review committee, which will discuss amendments. Recommended amendments must be suggested at this time, or in Bylaw Review committee meetings only. General membership may email requests for review.

*August:* Amendments will be presented at the Executive Board meeting; questions will be answered by the committee. If changes are approved, the bylaws change will be announced in the Newsletter and email and available on the website home page.

*September:* For each amendment:

- 1) Amendment is presented.
- 2) Anyone wishing to oppose the amendments may give a brief statement. Then the committee may give a brief rebuttal.
- 3) Hand vote is called: For or Against (count is necessary only if not obvious).
- 4) The committee announces whether the amendment has passed or failed.

The schedule listed here can be extended if changes are extensive, or if there is disagreement that requires more resolution.



# Standing Rules of the Santa Clarita Valley Quilt Guild

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Standing Rules may be modified by the Executive Board without approval from the general membership except as limited in the Bylaws. Standing Rules are intended to be a clarification of existing Bylaws and are used for day to day type decisions that can vary over time.

### **MEETINGS**

Member meetings will begin with setup at 6:00 pm, social time commences at 6:30 pm, and the general meeting will come to order at 7:00 pm.

Meetings take place the second Thursday of each month unless there is a conflict at the meeting place.

Business meetings and extended executive board meetings are open to any member who may wish to participate. Business requiring executive board discussion should be brought to the attention of the President or presiding officer prior to the meeting to be added to the agenda.

Location and time of all meetings of the Guild will be made known to the members both in the Newsletter and online.

Members should be seated and quiet when a speaker is talking. All cell phones should be silenced.

Photographs of quilts or other articles at general meetings and special events will be allowed only with the permission of the guest speaker or owner.

In the event of a discussion, members are expected to rise and wait to be recognized by the presiding officer before speaking, showing respect and courtesy to each other, and refrain from any type of verbal personal attack during a discussion.

Guests are welcome to monthly guild meetings. Guest fees are to be \$5.00 at Guest Speaker meetings.

### **OBLIGATIONS OF MEMBERSHIP**

Members are encouraged to commit themselves to an active role in the Guild. There is a position or job for each member.

Members are encouraged to make and wear the Guild's name badge (logo) to meetings and functions.

Members having a problem or grievance should inform the Executive Board personally or in writing.

New members shall complete a membership form and pay membership dues. New members will be provided with a membership packet consisting of a membership card, roster of members (directory), Bylaws & Standing Rules, and a calendar of events.

Committee chairpersons are expected to assimilate new members in active guild roles.

Annual dues of \$55.00 (Seniors 62 and over: \$50.00) are due by the January guild meeting. There is a two-month extended grace period (ending March 1<sup>st</sup>). Business associate membership dues are \$50.00 or an equivalent donation which includes an ad for one year in the Newsletter. Associates who also wish to belong to the Guild will pay an additional \$20.00 to cover the price of the opportunity tickets as required in Article IV, Section 4. Proration of dues



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will be determined by the Membership committee chairperson.

## **MISCELLANEOUS**

Newsletter ads are \$20 per month for nonmembers.

The scholarship award is \$50 per person per year, limited by budget unless approved by the Executive Board.

A mini-group is a personal gathering. A mini-group shall not conduct guild business. A mini-group may volunteer to perform guild work, i.e., the outgoing President's quilt, quilts for special occasions or projects, the holiday party, etc., if coordinated with the appropriate officer. A mini-group can sponsor a workshop if coordinated with the Second Vice-President—Programs.

The Second Vice-President—Programs or the chair of the Opportunity Quilt committee may award an honorarium of \$100 to a guild member in appreciation for that member's specialized skill set for the following tasks:

- Giving a one-hour presentation or trunk show at a general meeting
- Quilting the Opportunity Quilt or President's quilt

The Program Chair, Workshop Chair, and speaker host will be exempt from paying for workshops.