

# Santa Clarita Valley Quilt Guild - Bylaws

## ARTICLE I – Name

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

## ARTICLE II – Purpose

The purpose of this 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

This 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 of a minimum of six

(6) monthly meetings per year.

- b. Active support of activities approved by the membership.
- c. Sale or purchase of an opportunity quilt ticket package.
- d. Timely payment of dues.

### Section 5.

The membership roster is the property of the

Santa Clarita Valley Quilt 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.

### 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.

## 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 in January.

### Section 2.

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.

### 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 November annual meeting. Only the names of those persons who

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

### 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) successive 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 to the welfare of the organization and appoint chairpersons. Will act as liaison between the Guild and the Quilting industry and other organizations. Will be authorized to co-sign checks.

*First Vice-President - Council Representative:* Will

represent the Guild at the Southern California Council of Quilt Guilds 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 – i.e. community service night, scholarship presentations, challenge quilt judging. 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 board meetings and present them at the following meeting. Will collect mail from the P.O. Box, and handle correspondence. Will be authorized to co-sign checks.

*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 in October to the current Board. The Treasurer's books will be audited at the close of the fiscal year ending December 31.

*Past President:* Will continue as an active board member for *one year* following the last term served. Will be available to advise the 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 this 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.

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## ARTICLE VII – Special Considerations

### Section 1. Process to create

The treasurer is responsible for creating the new budget as outlined in Article VII, Section 3. The approved proposed budget will be published in the Guild's publication in November. The budget will be presented to the membership at the December meeting for their approval. The budget will be effective in January.

Section 2. 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 3. 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.

## ARTICLE VIII – Committees

### Section 1. Standing Committees

*Membership:* Will process applications and hold membership drives, if necessary to the growth of the Guild. Will help members and visitors feel welcome. Will maintain the roster of members 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.

*Programs:* Chaired by the Second Vice-President – Programs, will assist with the planning of the educational or 'speakers portions' of each Guild meeting. Will provide assistance as needed for creating or acquiring appropriate "props" for the programs.

*Ways and Means:* Will oversee the Guild's monthly fundraisers by collecting items, accepting donations

for tickets and drawing winners.

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

*Hospitality:* Will arrange for refreshments at meetings. Will be responsible for arranging contributor notifications in the Newsletter.

*Library:* Will maintain a library of Quilt related books and other materials (including but not limited to stencils, templates, DVD's) which members can check-out/return at meetings. Will maintain records of all items checked in or out of the library and make recommendations for new acquisitions of the library. The directory will be maintained on the website and members will be able to request items online.

*Historian:* Will take photos and obtain identifying information for each photo during Guild events. Events can include monthly Show and Share, the Quilt Show, fund-raisers and other Guild functions. This information can be posted electronically with permission of owner.

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

*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.

*Quilt Show:* Will be in charge of coordinating all aspects of the quilt show.-

*Subcommittees for the quilt show will include positions as follows:*

*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.*

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*Vendors – handles rental and contractual agreements with vendors who will participate at the show. Coordinates with the show layout designer to insure spaces are available. Handles vendor support the day of show (staffing available from volunteers).*

*Exhibit Displays – coordinates layout of exhibits, catalog information, drop off at meeting before show, pick up after show.*

*Staffing – solicits guild members for specific positions day of show such as setup, hanging quilts, white gloves, entry tables, vendor support, opportunity ticket sales, hospitality, boutique, tear down or other such support. Provides name tags*

*Boutique or special events – coordinate collection of items, sales, setup and take down at the show. Returns money to the treasurer.*

*Entry tables – coordinates 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*

*Hospitality – provides drinks/snacks or other items as decided by the show committee for the volunteers and vendors.*

*Treasurer – is 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 event. Treasurer will be responsible for verifying totals accepted from the sales areas and reporting results to the show committee and the executive board.*

*Opportunity Quilt: Shall present to the Guild for approval a choice of patterns; solicit volunteers from the Guild to help in construction and completion of the quilt. In charge of promoting the opportunity quilt through photos or other electronic means, ticket sales and will coordinate taking quilt to various venues for purposes of raising money for the Guild.*

*Scholarship: Will oversee applications and distribute scholarships to members.*

*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 Santa Clarita Valley Quilt Guild Quilt website. Will ensure that the domain and account registration are current. Will coordinate with all electronic group administrators.*

*Associate Member Liaison: Will work with the Membership Chair to maintain positive relations and membership renewals of our Associate Members.*

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

### Section 2.

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, Home and Garden Show or other venues where the guild is participating.

### Section 3.

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 board president thank all committee chairs at that time and recognize the 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 4.

Committee Chairpersons may make announcements at general meetings and will publish articles in the newsletter as is appropriate.

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## Section 5.

All Committee Chairpersons are required to keep their procedure manuals current and updated and to make this information available to their successors.

## **ARTICLE IX – 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).

## **ARTICLE X – Parliamentary Procedure**

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

## **ARTICLE XI – 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 – Elections: How To

*September:* Establish a Nominating Committee, which will prepare a slate of candidates to the members.

*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:

- 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, accept nominations from the floor and return to 2 for a single candidate, or proceed to 3 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 3) 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.

*August:* Amendments will be presented at the board meeting; questions will be answered by the committee. If changes are approved, the bylaws change will be announced in the newsletter 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 there is disagreement that requires more resolution.

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## **Santa Clarita Valley Quilt Guild Standing Rules**

Standing Rules may be modified by the 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**

Monthly meetings will start promptly at 7:00 pm

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

Business Meetings and Extended Board Meetings are open to any member who may wish to participate. Business requiring Board discussion should be brought to the attention of the President or presiding officer prior to the meeting.

Location and time of all meetings of this 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 name badge (logo) to meetings and functions.

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

New members shall complete a membership form and pay membership dues. New member will be provided with a membership card, roster of members (directory), and bylaws & standing rules.

Committee Chairpersons are expected to assimilate new members in active Guild roles.

Annual dues of \$35.00 (Seniors 65 and over: \$30.00) are due by the January Guild meeting. There is a two-month extended grace period (March 1<sup>st</sup>). Associate membership dues are \$50.00 which includes an ad for one year in the newsletter. Proration of dues to be determined by the Membership Committee Chairperson.