

**BY-LAWS**

**OF**

**SAN JOAQUIN VALLEY QUILTERS GUILD, INC.**

**ARTICLE I – NAME AND LOCATION**

This organization shall be known as the San Joaquin Valley Quilters Guild, Inc., a non-profit organization, and shall be located in Fresno, California and the surrounding areas.

**ARTICLE II – OBJECTIVES**

Section 1. To promote the preservation of traditional quilting and the development of contemporary quilting. To encourage personal growth and excellence in craftsmanship.

Section 2. To educate the public and increase their awareness and appreciation of quilting as an art form.

Section 3. To preserve the history and safeguard the legacy of quilts handed down from our ancestors and add to this legacy the contemporary quilts that will become tomorrow's treasures.

Section 4. To promote through personal contacts, communications, meetings and exhibitions the many facets of quilting.

Section 5. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code.

Section 6. Notwithstanding any other provisions under these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a cooperation except from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by corporation contributions to which are

deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

### **ARTICLE III – MEMBERSHIP**

Section 1. Membership shall be open to all persons 18 years and older.

Section 2. The Board of Directors shall have the power to suspend or expel any member for nonpayment of dues, after a two-month grace period, or for a violation of any By-law rule or regulation or conduct which, in the opinion of the Board is detrimental to the welfare of the Guild.

Section 3. Any member so suspended or expelled shall have the right to appeal to the Board in writing. A decision will be rendered at the Board meeting following the appeal. The decision made by a two-thirds quorum of the Board shall be final.

### **ARTICLE IV – THE FISCAL YEAR, DUES, AND FINANCES**

Section 1. The fiscal year shall run from September 1 to August 31.

Section 2. Membership dues shall be payable one year in advance, beginning September 1 to August 31 and shall not be refundable. Names of members whose dues are not paid by November 1 shall be dropped from the roster. New members only (not having been a member for two (2) years,) joining after February 1 may join for one-half the annual dues.

Section 3. The Board of Directors Shall by affirmative vote of two-thirds of the entire Board and by a majority vote of the membership at a general meeting have the power to change dues or to levy fees and assessments.

#### Section 4. BUDGET

1. The Budget Committee shall be composed of the Executive Committee, two members at large and two members of the Board of Directors.
2. The Budget Committee shall submit an annual Budget at the August Board meeting for approval. It shall be published in the September newsletter and voted upon by the membership at the September meeting.

## Section 5. USE OF FUNDS

1. The President and the Treasurer shall sign all checks on the Guild account, except in the absence of either, in which case the Vice President and/or Secretary shall sign. Two signatures shall be required on all checks.
2. All requests for financial reimbursements shall be made in writing to the Treasurer.
3. Budgeted amounts shall be paid by the Treasurer.
4. Unbudgeted amounts over \$25.00 shall first be submitted to the Board of Directors for approval.
5. Unbudgeted amounts over \$200.00 shall first be submitted to the Board of Directors for approval and shall be voted upon by the general membership.

## Section 6. AUDITING

The Board of Directors shall provide for such audit and control of its funds as are necessary for the safekeeping and complete accounting.

## **ARTICLE V – OFFICERS AND THEIR DUTIES**

Section 1. The elected officers of this Guild shall be President, Vice President, Secretary, and Treasurer. These officers shall constitute the Executive Committee.

Section 2. The Executive Committee and the chairpersons of the Standing Committee shall constitute the Board of Directors.

Section 3. Any Board member who without cause has missed more than three consecutive Board meetings shall, with the concurrence of the majority of the Board be asked to resign from office.

Section 4. A new officer may be appointed by the Executive Board to fill any vacancy, which may occur during a term of office.

## Section 5. DUTIES OF OFFICERS

### PRESIDENT:

1. Shall preside at general, executive, and special committees.
2. Ensure that the By-laws of the San Joaquin Valley Quilters' Guild, Inc., are observed and acted upon appropriately.

3. Appoint chairpersons of all Standing Committees and shall be ex-officio member of same except the nominating committee.
4. Shall approve and countersign all checks, except that in her absence the Vice President and/or Secretary shall countersign.
5. Shall be a nonvoting member except to cast the deciding vote in case of a tie at all meetings.

FIRST VICE PRESIDENT/PRESIDENT- ELECT:

1. Shall assist the President and in her absence shall preside at the meetings of the Board and general membership.
2. Shall serve as Public Relations officer with the program chairperson public events.

SECRETARY:

1. Shall keep true and correct records of all proceedings of the Board of Directors and Guild meetings, and shall forward to the President within ten days of such meetings a copy of all minutes.
2. Shall maintain the official correspondence of the Guild.
3. Shall keep a copy of By-laws, Policies, and Procedures, and the annual reports of the Executive and Standing Committees in a permanent file, and available at every meeting.
4. Shall keep a current list of members of the Guild, the Board of Directors, and of the Standing Committees and chairpersons.

TREASURER:

1. Shall receive and safely keep all Guild dues and deposit same in the name of the Guild in a bank account.
2. Shall countersign all checks and/or other instruments requiring her signature after bills are approved by the Board.
3. Shall keep full and accurate accounts of the receipts and disbursements of the Guild and shall present to the Board of Directors the monthly balance.
4. Shall renew licenses, permits, insurance, etc., for the Guild.
5. Shall be ex-officio member of every committee charged with the receiving or paying of monies in connection with the affairs of the Guild and shall receive and preserve monthly reports from all such committees.
6. Shall be responsible as outgoing Treasurer to collect dues at the installation meeting in cooperation with the newly elected Treasurer and Membership

Chairman.

7. Shall submit by September 1, a complete statement of accounts for the past year as of August 31 to the incoming Board of Directors.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

Section 1. Membership dues shall be payable one year in advance, beginning September 1 to August 31 and shall not be refundable. Names of members whose dues have not paid by November 1 shall be dropped from the roster. New members only (not having been a member for two (2) years,) joining after February 1 may join for one-half the annual dues.

Section 2. The First Vice President/President-elect shall assume the office of President following her term as First Vice President/President –elect.

Section 3. At the June membership meeting, the approved slate of officers shall be presented to the membership for approval by a majority vote of the members present at a duly constituted membership meeting. At this time nominations may be made from the floor. The consent of each candidate may be made from the floor. The consent of each candidate must be obtained before the name is placed in nomination. The final nominees will be published in the July newsletter and voted on at the July membership meeting.

Section 4. The officers-elect shall be installed at the August meeting and duties assumed as of September 1.

Section 5. Term of office shall be for one year from September 1 to August 31. Officers may be re-elected for one additional consecutive term. The one exception will be the Raffle Quilt Chair whose term of office will be from April 1 to March 31. This will allow that Chairperson to administer the progress of the quilt from presentation to the membership to the drawing for the quilt.

Section 6. No member may hold more than one office at a time. No member may serve more than two consecutive terms in the same office.

Section 7. A vacancy in any office with the exception of President shall be filled by a majority vote of members present at a duly constituted Board of Directors' meeting. In case of a vacancy of the Presidency, the Board of Directors shall

appoint the Vice President, in succession, to fill the unexpired term. All of the officers so chosen shall serve the unexpired term of office only, but may be elected for another term.

## **ARTICLE VII – STANDING COMMITTEES**

There shall be such Standing Committees as are necessary for the conduct of the business progress of the Guild, and each chairperson shall serve for not more than two consecutive years of the same committee.

## **ARTICLE VII – MEETINGS AND QUORUMS**

Section 1. Unless otherwise ordered by the membership or by the Board of Directors, the regular meetings of this organization shall be held monthly from September through August

Section 2. The meetings of the Board of Directors shall be held monthly at the call of the President.

Section 3. Special meetings can be called by the President as deemed necessary.

Section 4. To transact business, except for an amendment to the By-laws, the quorum for a Board of Directors' meeting shall consist of at least one-half of the members of the Board of Directors.

Section 5. To transact business, except for an amendment to the By-laws, the quorum for membership meeting shall consist of at least one-third of the regular members in good standing.

## **ARTICLE IX – AMENDMENTS**

The By-laws may be amended by a majority of the Board of Directors and notice published in the newsletter of the month at which the change will be presented and voted upon by the general membership. A two-thirds vote of the general membership present shall be necessary to change the By-laws.

## **ARTICLE X – INDEMNIFICATIONS**

To the extent permitted by law, every person who is or was an officer, committee member or employee of the Guild shall have a right to be indemnified by the Guild against all reasonable action, suit or proceeding in which he/she may become involved as a party or otherwise by reason of his/her being or having been an officer, committee member or employee of the Guild.

## **ARTICLE XI – DISSOLUTION**

Upon dissolution or winding up of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Service Code.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

Section 1. The parliamentarian may be appointed, as needed, by the President with approval of the Board of Directors.

Section 2. Robert’s Rules of Order, Revised, shall govern the Guild in all cases to which they are applicable, and in which they are not inconsistent with the By-laws of Articles of Incorporation.

## **SAN JOAQUIN VALLEY QUILTERS’ GUILD, INC.**

### **POLICIES AND PROCEDURES**

These policies and procedures should be reviewed annually by the By-laws

Committee. Changes should be presented to the Board of Directors at the September Board meeting. They are not a part of the By-laws or Articles of Incorporation, but merely guidelines for the current Board of Directors.

Meetings: General meeting shall be held the second Thursday of the month and shall start promptly at 7:00 PM.

Dues: Dues of the Guild shall be \$35.00 per year. New members may join at any time of the year at the current rate as set by the Board of Directors. New members only (not having been a member for two (2) years,) joining after February 1 shall pay one-half of the yearly dues.

The current President is exempt from paying dues during her term of office.

Guest Fees: The Membership Chairperson shall collect \$5.00 from each guest at the door before each general membership meeting. Guests are required to sign in at the meetings.

Workshops: A fee shall be charged for workshops. Nonmembers shall be charged \$10.00 more than paid members.

Spaces may be reserved by paying the fee in full. Members have priority over nonmembers. Members will be notified of upcoming workshops as much as a year in advance.

If nonmembers reserve space in workshops 60 days prior to workshop, they may not be bumped. Nonmembers shall pay an additional \$10.00 per workshop. In the event of cancellations, open spots will be filled from the waiting list on a first come, first served basis. The full fee is refundable if Guild is notified of cancellation more than 30 days prior to date of workshop. If Guild is notified of cancellation less than 30 days prior to workshop, the following goes into effect:

1. If workshop is full, member gets full refund.
- 2.

If workshop is not full, and there is no waiting list, no refund shall be given, but member may find their own substitute. (This is the only time a member may do so, as their spot would normally go to the next person on the waiting list.)



Workshop with local people, people and Guild members who are qualified and are willing to teach, shall be considered. These persons shall be paid \$20.00 per hour. Visiting teachers shall be paid their customary fee as stated in their contract. Guild members who present programs at general meeting shall be paid \$100.00.

Sales: Other persons wishing to make sales for personal profit and to advertise classes may utilize the newsletter. Charges for Business Card size will be \$7.50 per issue, \$45.00 for six months and \$90.00 annually. Quarter Page will be \$12.50 per issue, \$75.00 for six months, and \$150.00 annually. Half Page will be \$25.00 per issue, \$150.00 for six months and \$300.00 annually. Full Page will be \$45.00 per issue, \$270.00 for six months and \$540.00 annually.

Equipment and Property: Any equipment owned by the Guild shall not be loaned or rented to members, other organizations, or the general public without approval of the Board.

Announcements: Announcements may be made during a general membership meeting provided the President has been contacted in advance and given approval for a place on the agenda.

As a courtesy to new mothers, infants up to the age of 6 months will be welcome at Guild meetings. No other children under the age of 18 should be brought to meetings.

Sunshine: The Secretary shall send appropriate cards to members or their families in the event of illness or death or hospitalization. Individuals or groups of members may, at their own expense, send food, flowers, or any other remembrances, but not in the name of the Guild. Other than cards, the Guild will not be responsible for, or reimburse any unauthorized purchase of flowers, cards, etc.

Officers: Any elected officer absent from Board meetings three times, not having been excused by the President, shall be required to submit her resignation from office.

Program Chairperson: Shall follow the general rules of the Standing Committees, (i.e. maintain notebook and present to the next chairperson at the August meeting.) Shall present tentative schedule for the year to the Board for discussion. May select workshop teachers for the following year, particularly for the first few meetings in order to book those popular teachers who are hard to schedule; is responsible for

finding a meeting place for lectures (other than the general meetings) and workshops. Shall make arrangements for any necessary equipment (slide projector, screen, extra bulb, quilt frames, desk light, etc.) Shall be responsible for securing housing/meals for guest teacher; is responsible for paying the teacher.

Treasurer: Shall have vouchers available for members who are due money from the Guild. No one will be paid without a voucher with a receipt attached. If you are due money from the guild, present your voucher with receipt to the Treasurer before the general meeting, or at the Board meeting or by pre-arrangement.

Standing Committee: The President shall appoint as many chairpersons of committees as are needed for conducting the business of the Guild. Chairpersons shall maintain notebooks of their duties and activities and present notebooks to the next chairperson at the August meeting. Chairpersons of Standing or Special Committees shall select their own co-chairperson or committee members from the general membership, included, but are not limited to the following:

1. **BY-LAWS:** Shall review By-laws annually or as needed, and recommend any changes.
2. **HOSPITALITY:** Shall arrange for the provision of refreshments for monthly meetings, and special receptions or meetings, unless catered by a special chairperson.
3. **MEMBERSHIP:** Shall collect membership and guest fees and turn said funds over to the Treasurer. A roster of members shall be presented at the November meeting to members in good standing. A copy of the Guild By-laws and Policies will be provided upon request.
4. **LIBRARIAN:** shall receive and catalog books and videos; maintain files on materials loaned and returned; mark books with the date received and name of donor. Periodically, shall give the general membership an updated list of books and magazines available.

Library fees: a book checked out from the library shall be returned in one month. If the book is lost or damaged, replacement cost will be charged.

5. **NEWSLETTER EDITOR:** Shall be responsible for monthly newsletter and for maintaining a file of newsletters. There shall be no personal letters or comments

without prior approval of the Board of Directors. Newsletters shall include:

1. Dates and times of all meetings, including location.
2. Advance information regarding workshops and lectures.
3. Announcements
4. By-laws revisions in the month at which the change will be presented, voted upon by the general membership.
5. Slate of officers-elect nominees in the July newsletter
6. Advertisements.

6. SCHOLARSHIPS: Shall set rules and procedures for annual Guild scholarships with approval of the Board of Directors. Shall keep records of recipients. Shall inform the Treasurer of recipients.

7. SPECIAL INTEREST GROUP: Shall poll membership of interests or areas in which they work or want to learn; shall facilitate setting up interest in those areas expressed by members; shall work with the Membership Chairperson. Interest groups are open to all members at all times, space permitting. Shall forward information of interest group to Newsletter Editor.

8. TEACHER HOSTESS: The hostess for visiting teachers will be entitled to free classes from the guest teacher and dinner provided by the Guild.

Amended **September 2012**