

ROSEVILLE QUILTERS GUILD BYLAWS

ARTICLE I NAME

The name of this organization shall be ROSEVILLE QUILTERS GUILD, hereinafter known as the Guild.

ARTICLE II PURPOSE

1. Roseville Quilters Guild is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation law of California.
2. The purpose of this Guild shall be:
 - A. to preserve the heritage and promote the skill of quilting
 - B. to teach and learn in a spirit of fellowship
 - C. to serve the community through donations of quilts and charitable giving

ARTICLE III MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP

1. Any person, regardless of race, color, creed, sex, national origin, who subscribe to the purposes of this Guild, can apply to become a member.
2. Active member: To become an active member, a person must subscribe to the purpose of the Guild and agree to abide by its Bylaws and Policies and Procedures. Members pay annual dues.
 - A. The benefits of membership include a membership card, a monthly newsletter, a membership roster, free entry to all general meetings, and eligibility to participate in all activities of the Guild.
 - B. Only active members are eligible to vote, hold an office in the Guild, and/or serve as committee chairpersons.
3. Corresponding member: Defined as a non-voting member who pays an annual discounted membership fee, receives a newsletter, a membership roster, and pays the standard guest fee for any meetings and other events attended.
 - A. Corresponding membership is not available to businesses.
 - B. A corresponding member may become an active member when space is available.
4. Honorary Member for Life. Defined as an active member at least 75 years of age who has been a continuing active member for at least 20 years. Honorary members do not pay dues.
5. The Board of Directors may recommend an appropriate numerical limitation on the size of the active membership based on space limitations, for approval of the membership. When the membership has reached the maximum, the Membership Chairperson shall maintain a waiting list for those interested in becoming members.
6. Membership shall terminate upon occurrence of any of the following events:
 - A. Failure to pay dues,
 - B. Written resignation of member,
 - C. Conduct tending to injure the good name of the Guild, disturb its well-being or hamper it in its work, and/or
 - D. Conduct in violation of the Bylaws.
7. Any member who has passed away during the year will be honored by dedicating the current year's quilt show to their memory.

SECTION 2. FEES, DUES AND ASSESSMENTS

1. Annual dues and guest fees for the next fiscal year shall be recommended by the Board of Directors and approved by a majority of those present at the February general meeting.

2. No fee shall be charged for making application for membership in this Guild.
3. Membership renewal dues are due on or before the June general meeting.
4. Persons not renewing on time will no longer be considered continuing members.
5. Guests are welcome at general meetings for a nominal fee.
6. No other assessments will be made for membership in this organization.

SECTION 3. FISCAL YEAR

The fiscal year for this Guild shall begin July 1 and end June 30.

ARTICLE IV MEETINGS

SECTION 1. WHEN MEETINGS ARE HELD

1. This Guild shall hold a minimum of ten (10) general meetings a year on the third (3rd) Wednesday of the month at a place approved by the membership. In an emergency, the President may change the meeting location.
2. The September General Meeting will be considered the Guild's Annual Meeting.
3. Under the auspice of the Maidu Senior Program, this Guild hosts workshop meetings on the second (2nd) Wednesday of the month for the purpose of basting quilts and working on other projects.

SECTION 2. RESCHEDULING OF MEETINGS AND MEMBER NOTIFICATION

1. In the event a general meeting needs to be rescheduled, the Board will select a new meeting date and notify the members.
2. Members will be notified of meetings in the newsletter or, in case of any emergency, by email or telephone.

SECTION 3. SPECIAL MEETINGS

The Board may call special meetings.

SECTION 4. QUORUM

A quorum for the transaction of business at any regular or special meeting of the membership shall be 40% of the active membership.

ARTICLE V VOTING

SECTION 1. VOTING CONDUCT

1. Voting by membership may take place at general or special meetings where there is a quorum present.
2. Methods used for voting shall be voice, show of hand, standing or ballot.
 - A. A show of hands vote shall be tallied by the Chairperson or, at the Chairperson's request, a Member-at-Large.
 - B. Members-at-Large, except for the election of Officers, shall tally ballot votes. The Nominating Committee shall tally ballot votes for the election of Officers.

SECTION 2. ELECTION OF OFFICERS

The Nominating Committee shall provide the membership with the names of people running for elected positions.

1. A slate of candidates shall be provided to the membership in April. Nominations shall also be accepted from the floor.

2. Elections shall occur at the general meeting in May.
3. Term of office shall run from July 1 to June 30 coinciding with the Guild's fiscal year.

ARTICLE VI ORDER OF BUSINESS

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| 1. Call to order | 7. New Business |
| 2. Introductions | 8. Other activities |
| 3. Announcements | 9. Show and Tell |
| 4. Approval of Minutes from prior meeting | 10. Program and/or Speaker |
| 5. Officer and Committee Reports | 11. Pick-a-Prize; A Bit of Me |
| 6. Old Business | 12. Adjournment |

The presiding officer may change the order of business except for Officer and Committee Reports (5), which must immediately follow the Approval of Minutes (4).

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS

1. Membership
 - A. The nine (9) members of the Board of Directors shall be elected by a majority of the membership at a meeting where there is a quorum present.
 - B. The Executive Officers shall consist of: President, Vice President, Secretary and Treasurer.
 - C. Other voting Board members shall consist of the Past President, Program Chair, Community Service Coordinator and two (2) Members-at-Large. As an option, a Co-Chair may be elected for Program and/or Community Service. These committees shall have only one vote each during the Board Meetings.
 - D. A Treasurer-Elect shall be elected as a non-voting Director.
 - E. Length of service shall be one year.
 - F. Executive Officers must have been a Guild member for one year before holding office and may serve for a maximum of two (2) consecutive years in the same office.
2. Meetings
 - A. The Board of Directors shall meet a minimum of six (6) times annually to conduct its business meetings and plan and supervise the activities of the Guild. They shall meet on a day, location and time designated by the President and announced at a general meeting prior to the Board meeting.
 - B. The first Board Meeting after election of officers will be designated as the Annual Board Meeting. Both current and newly elected officers are expected to attend this meeting.

SECTION 2. REMOVAL

Any Board Member may be removed by a majority vote of the general membership present upon the recommendation of the Board for:

1. conflict of interest, or
2. financial irresponsibility or misuse of funds, or
3. actions in conflict with the policies, purposes and objectives of the Guild, and/or failure to perform the duties of the position as outlined in Article VIII.

SECTION 3. REPLACEMENT

The President and/or Board of Directors shall fill through appointment, any vacancy occurring on the Board of Directors.

SECTION 4. COMPENSATION

Directors/officers shall not be compensated for their services.

SECTION 5. INFLUENCE

No Board Member shall make, participate in making, or in any way attempt to use his/her official position to influence a Board decision in which he/she knows or has reason to know he/she has a financial interest.

ARTICLE VIII DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. EXECUTIVE OFFICERS

1. President
 - A. Presides over all general and board meetings
 - B. Encourages and directs the members in activities of the Guild
 - C. Appoints non-elected committee chairs when necessary
 - D. Serves as official spokesperson of the Guild
 - E. Sets the agenda for general and board meetings
 - F. Serves as an ex-officio member of all committees
 - G. Performs other duties as pertain to the office of President
2. Vice President
 - A. Performs such duties as requested by the President
 - B. Conducts meetings in the absence or at the request of the President
 - C. Assumes all duties and responsibilities of the President for the remainder of the term in the event the President cannot or will not complete her term of office
 - D. Chairs the Nominating Committee
 - E. Performs other duties as pertain to the office of the Vice President
3. Secretary
 - A. Keeps records of all general and board meetings and maintains the Guild Book of Records.
 - B. Prepares minutes of general meetings for approval of members
 - C. Is responsible for all Guild correspondence
 - D. Maintains a copy of the most current Policies and Procedures and Bylaws in the Book of Records
 - E. Performs other duties as pertain to the office of the Secretary
4. Treasurer
 - A. Collects and disburses all monies
 - B. Makes all bank deposits
 - C. On a monthly basis, submits to the newsletter a report of total revenues, total expenses and cash balance
 - D. Provides monthly detailed report to the Board as needed
 - E. Makes current financial information detail available at general meetings
 - F. On a quarterly basis, submits to the newsletter a statement of activities with comparisons to the budget and a statement of financial position
 - G. Compiles an annual budget with input from the Board, committee chairpersons, and members
 - H. Prepares annual financial reports to be printed in the newsletter
 - I. Maintains records necessary to enable filings to governmental agencies and files such in a timely manner
 - J. Performs other duties as pertain to the office of Treasurer

SECTION 2. OTHER BOARD MEMBERS

1. Treasurer-Elect (non-voting)
 - A. Assists the Treasurer in all aspects of this office in a learning capacity as directed by the Treasurer
 - B. Assumes all duties and responsibilities for the remainder of the term in the event the Treasurer cannot or will not complete the term of office

- C. It is intended that the Treasurer-Elect shall be elected Treasurer the following year
- D. Performs other duties as pertains to the office of Treasurer-Elect
- 2. Past-President
 - A. Serves as advisor to the Board of Directors
 - B. Performs other duties as pertain to the office of Past-President
- 3. Program Chair
 - A. Arranges all programs to be held at general meetings of the Guild
 - B. Schedules and makes arrangements for classes
 - C. Performs other duties as pertain to the office of Program Chair
- 4. Community Service Coordinator
 - A. Functions as Committee Chair
 - B. Oversees the donation of quilts and charitable giving
 - C. Reports to the Guild
 - D. Performs other duties as pertain to the office of Community Service Coordinator
- 5. Member-at-Large
 - A. Takes member(s) suggestions and concerns to the Board
 - B. Responsible for member surveys
 - C. Tallies votes when a ballot vote or hand vote is needed
 - D. Performs other duties as pertain to the office of Member-at-Large

ARTICLE IX COMMITTEES

1. A Bit of Me - Arranges for donations made by members of items to be raffled at general meetings.
2. Basting - Arranges for quilts to be basted at monthly workshop.
3. Block of the Month - Provides members with a kit for a quilt block so they may learn about techniques, designs and/or colors.
4. Boutique - Provides ideas and encouragement to assist members in making items to sell at craft events.
5. Bylaws Committee - Studies and makes written recommendations on proposed amendments, revisions, additions and deletions to the Bylaws.
6. Community Service - Encourages and provides the means and opportunity to make donations to those in need directly or through non-profit organizations.
7. Fat Quarter Exchange - Provides a chance for contributors to win a collection of fabrics.
8. Historical Records - Provides a record of the history of the Guild's activities through photographs and electronic media.
9. Hospitality - Welcomes all members and guests and coordinates social activities.
10. Library - Provides an extensive collection of books and other media for members to check out at monthly meetings.
11. Membership - Collects dues and keeps accurate up-to-date membership records.
12. Newsletter - Publishes and distributes a monthly newsletter which provides information about all aspects of the Guild's activities.
13. Nominating Committee - Provides the membership with the names of people running for elected positions.
14. Pick-a-Prize - Gives participants a chance to win prizes of interest to quilters.
15. Programs - Is responsible for all programs and classes.
16. Public Affairs and Community Liaison - Coordinates written and verbal communication between the Guild and the public.
17. Quilt Camp - Arranges for and coordinates annual retreat for quilters.
18. Quilt Show - Arranges annual quilt show to display members' achievements in quilting and to educate viewers about quilts and quilting.
19. Raffle Quilt Production - Creates a quilt to be raffled to raise funds to help support the ongoing activities of the Guild.
20. Raffle Quilt Sales - Arranges for and encourages members to sell tickets for the annual quilt raffle and finds places to display the quilt for the purpose of selling tickets.
21. Special Events - Arranges for special events such as field trips and teas.
22. Webmaster - Maintains and updates the Guild's website.
23. Other committees - As established by the Board and/or as detailed in the Policies and Procedures Manual

**ARTICLE X
RECORDS AND REPORTS**

SECTION 1. RECORDS

1. Corporate Records and Reports
 - A. The Secretary shall keep in her possession:
 - a copy of the Articles of Incorporation, Bylaws, Policies and Procedures Manual; and a copy of the Guild's tax-exempt status
 - Minutes of all general, board and special meetings indicating the time and place, the names of those present and the proceedings
 - B. The Treasurer shall keep in her possession:
 - adequate and correct books
 - records of all financial transactions
 - copies of all Tax I.D. numbers
 - C. The Membership Chair shall maintain a record of all Guild members
2. All books and records shall be available for inspection by any member with prior arrangement

SECTION 2. REPORTS

1. The Treasurer shall annually prepare a Statement of Financial Position and a Statement of Activities, not later than forty five (45) days after the close of the fiscal year
2. The Treasurer shall report total revenues, expenses and cash balance in the newsletter each month
3. The Treasurer shall, on a quarterly basis, prepare an interim Statement of Activities with a quarterly comparison to the budget
4. The above reports shall be kept in accordance with accepted accounting practices.

**ARTICLE XI
FUNDS AND FINANCES**

SECTION 1. GENERAL

1. The fiscal year shall begin on July 1 and end June 30
2. The following officers are authorized to sign checks and other financial instruments:
Treasurer, President, Vice President and Secretary
3. All funds of the Corporation shall be deposited in a timely manner
4. A financial audit shall be performed at the end of each fiscal year within 30 days after the completion of reports in Article X, Sec. 2, No. 1.

SECTION 2. BUDGET

1. The Budget Committee, chaired by the Treasurer, shall be comprised of the current officers and committee chairpersons and the newly elected officers and committee chairpersons for the upcoming year. The Committee shall prepare a preliminary budget for approval by the Board at the June Board Meeting.
2. At the July general meeting, the proposed budget for the next fiscal year shall be presented for approval by the membership

SECTION 3. DONATIONS

1. Any restricted donations to the Guild, whether in cash or property, shall be presented to the Board for disbursement by the appropriate person or committee
2. Recommendations brought before the Board for charitable donations of cash or property to be given to others shall be submitted to the general membership for approval

ARTICLE XII RULES AND REGULATIONS

SECTION 1. PARLIAMENTARY AUTHORITY

The current edition of "Robert's Rules of Order, Newly Revised" governs this Guild in all parliamentary situations that are not provided for in federal, state or local law or the Guild's Articles of Incorporation, Bylaws or adopted Policies and Procedures

SECTION 2. AMENDMENTS TO THE BYLAWS

1. Any member may propose an amendment to the Bylaws by stating the amendment at a general meeting and giving a copy to the Secretary
2. The amendment is then referred to the Bylaws Committee for study and recommendation to the membership
3. Following approval by the Bylaws Committee, the amendment must be read at two (2) general meetings and all members must receive written notice of the proposed amendment
4. An amendment must be approved by a two-thirds vote of members in attendance at a general meeting where a quorum is present

SECTION 3. EXECUTION OF INSTRUMENTS

1. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
2. Unless so authorized, no officer or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or for any amount.

SECTION 4. SUSPENSION OF BYLAWS

One or more of these Bylaws may be temporarily suspended by a two-thirds vote of the members in attendance at any general meeting where a quorum is present

SECTION 5. REVIEW OF BYLAWS

1. These Bylaws shall be reviewed by the Bylaws Committee every three (3) years and revised as necessary
2. Any revisions to the Bylaws as a result of the triennial review shall be handled in the same manner as amendments stated in Article XII, Section 2, numbers 3 and 4

SECTION 6. POLICIES AND PROCEDURES

1. The Policies and Procedures Manual provides guidelines which support the Guild's Bylaws
2. These guidelines include operating rules for membership, meetings and committees
3. These Policies and Procedures may be changed as recommended by the Board of Directors and approved by a simple majority of the members in attendance at a general meeting where a quorum is present

**ARTICLE XIII
INDEMNIFICATION OF MEMBERS**

The Guild shall indemnify and hold harmless, to the maximum extent permitted by California law, any person (to include Officers, Directors or others acting on behalf of the Guild) who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Guild, against any and all liabilities, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Guild.

**ARTICLE XIV
DISBANDONMENT**

Upon the dissolution of the corporation, any assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to one or more nonprofit charitable, social welfare, social club and/or other appropriate guild which is organized and operated exclusively for nonprofit purposes, and which has established its tax-exempt status under IRC Section 501(c).

**ARTICLE XV
ADOPTION OF BYLAWS**

The Bylaws shall take effect immediately upon their adoption. Revision, additions or deletions are to be effective on the date so voted by the members

Adopted April 16, 2003
Revision #1, Approved April, 2004
Revision #2, Approved May 17, 2006
Revision #3, Approved May 20, 2009