

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

## **BY-LAWS**

### **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 corporation exempt 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 16 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 two-thirds of those present at a duly constituted Board of Directors meeting 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. The Board of Directors shall establish the policy for dues.

Section 3. The general membership shall approve any change to the amount of dues by a majority vote of the members present at a duly constituted membership meeting.

#### **Section 4. BUDGET**

1. The Budget Committee shall be composed of the Executive Committee, two members at large and two additional 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 Committees shall constitute the Board of Directors

#### Section 3. DUTIES OF OFFICERS

##### **PRESIDENT:**

1. Shall preside at membership, executive and Board of Directors meetings.
2. Shall ensure that the By-laws of the San Joaquin Valley Quilters' Guild, Inc. are observed and acted upon appropriately.
3. Shall 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 non-voting member except to cast the deciding vote in case of a tie at all meetings.

##### **VICE PRESIDENT:**

1. Shall assist the President. In the President's absence shall preside at membership, executive, and Board of Directors meetings.
2. Shall serve as Public Relations officer with the program chairperson at public events.

SECRETARY:

1. Shall keep true and correct records of all proceedings of the Board of Directors and membership meetings to include quorums and votes 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 a copy of all these available at every meeting. Shall comply with all document policies.
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 proper support for such expense is presented and reviewed.
3. Shall keep full and accurate accounts of the receipts and disbursements of the Guild and shall present to the Board of Directors, on a monthly basis, the income and expenses for the preceding period and fiscal year to date.
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 quarterly financial reports and other financial reports from specific committees as determined by the Board of Directors. Report format is to be provided by the Treasurer.
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. The Vice President shall assume the office of President following their term as Vice President.

Section 2. At the June membership meeting, the nominated slate of officers shall be presented to the membership. At this time nominations 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 all newsletters until final approval by the members. At the August meeting, approval of the final nominees shall be by a majority vote of the members present at a duly constituted membership meeting.

Section 3. The officers-elect shall be installed at the August meeting and duties assumed as of September 1.

Section 4. Term of office shall be for one year from September 1 to August 31. Officers may be re-elected for one additional consecutive term.

Section 5. No member may hold more than one elected office at a time. No member may serve more than two consecutive terms in the same elected office.

Section 6. 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.

All chairpersons of a Standing Committee shall be voting members of the Board of Directors and serve at the pleasure of the President.

## **ARTICLE VIII – 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 and shall be called herein membership meetings.

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 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 the quorum for a membership meeting shall consist of at least one-third of the regular members in good standing.

## **ARTICLE IX – AMENDMENTS**

Procedure for amendment of these By-laws depends on whether the change will affect the guild at large. In all cases, these By-laws shall be amended upon passage by a majority vote of the members present at a duly constituted Board of Directors meeting, then published in the newsletter before the membership meeting at which the change will occur. If the change will affect the guild at large, then a vote shall require two-thirds vote of the members present at a duly constituted membership meeting.

## **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 or Articles of Incorporation.