

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

## **BYLAWS**

These are the Bylaws, as restated by the Board and Members of the San Joaquin Valley Quilters' Guild, Inc. at the Board of Director's meeting on July 20, 2022 and the San Joaquin Valley Quilters' Guild general meeting on August 11, 2022.

### **ARTICLE I – NAME AND LOCATION**

This organization, which shall be known as the San Joaquin Valley Quilters' Guild, Inc. (SJVQG), was established in 1989 as a charitable non-profit corporation, is located in Fresno, California and serves the surrounding communities. SJVQG is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE II – PURPOSE**

1. To promote the preservation of traditional quilting and the development of contemporary quilting and other fabric art forms.
2. To encourage personal growth and excellence in craftsmanship.
3. To educate the public and increase their awareness and appreciation of quilting as an art form.
4. 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.
5. To promote through personal contacts, communications, meetings, exhibitions and donations to community organizations, the many facets of quilting.
6. To promote inclusiveness within its membership and Board to reflect the diversity of our community.

### **ARTICLE III – MEMBERSHIP**

Section 1. Membership shall consist of any paid member who is 16 years or older.

- A. Memberships for individuals under the age of 16 will be considered by the SJVQG Board on a case-by-case basis.
- B. Persons under the age of 16 will need to be accompanied by an adult at any SJVQG meeting or event.

Section 2. Member in Good Standing. Members who have paid the required dues or fees, and who are not suspended or terminated, shall be considered "members in good standing."

Section 3. The Board of Directors shall have the power to suspend or terminate any member for:

- A. Failure to pay dues or fees.
- B. A violation of any Bylaw, Policy/Procedure, or conduct which, in the opinion of the Board, is detrimental to the welfare, interest or character of the Guild.

Section 4. Any member so suspended or terminated shall have the right to appeal to the Board in writing within thirty (30) days from the date of the action.

- A. A decision will be rendered at the Board meeting following receipt of the appeal.
- B. The decision made by two-thirds of those present at a duly constituted Board of Directors meeting will be final.

Section 5. If a member has a complaint regarding an experience or offensive action of another, the complaint needs to be presented in writing and delivered to the President within thirty (30) days of the occurrence of the offensive behavior. Both parties will be notified of any action to be taken as appropriate.

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

Section 1. The elected officers, or Executive Committee of this Guild, shall be the President, First Vice-President, Second Vice-President/Program Chair, Secretary and Treasurer.

Section 2. The Executive Committee and Committee Chairpersons designated in the Policies and Procedures shall constitute the Board of Directors.

Section 3. Executive Committee Qualifications.

- A. Members of the Executive Committee must be members in good standing and have been a member of the Guild for at least one year.
- B. In addition to the above, the President must have served on the Board of Directors, served as a committee chairperson or have relevant related experience for at least one year.

Section 4. Powers of the Board. In addition to the general powers to conduct the business of the SJVQG, the Board shall have these specific powers:

- A. to appoint, remove and endow standing committees;
- B. to recommend changes/revisions to the bylaws;
- C. to create or revise Policies and Procedures for conducting the business affairs and activities of the SJVQG;
- D. to oversee the financial affairs of the SJVQG;
- E. to oversee all governmental requirements and regulations;
- F. to assess dues and fees; and
- G. to suspend or terminate members.

Section 5. Duties of the elected officers. (Note: A detailed job description for each position can be found in the Policies and Procedures).

- A. **President:** The President, also known as the Chief Executive Officer, of the SJVQG shall preside at all guild meetings; and shall provide general supervision, direction, and control over all the business affairs and property of the SJVQG.
- A. **First Vice-President:** The First Vice-President shall stand in for the President at all guild meetings in which the President is absent.
- B. **Second Vice-President/Program Chair:** The Second Vice-President, also known as the Programs Chairperson, is responsible for coordinating educational presentations and workshops for the Guild.
- C. **Secretary:** The Secretary, also known as the Chief Recording Officer of the SJVQG, shall be responsible for maintaining all official records of the SJVQG to include general and Board meeting minutes; current Bylaws and Policies and Procedures; lists of general members, Board of Directors, committee chairs, etc.
- D. **Treasurer:** The Treasurer, also known as the Chief Financial Officer, of the SJVQG shall keep and maintain adequate and correct accounts of the assets, liabilities, receipts and disbursements of the SJVQG.

## **ARTICLE V – FISCAL YEAR, DUES, FINANCES**

Section 1. Fiscal Year. The SJVQG fiscal year shall be from September 1 to August 31.

Section 2. Membership Dues.

- A. Dues shall be payable annually for each fiscal year.
- B. The Board of Directors shall recommend the amount of the annual membership dues.
- C. The general membership shall approve any changes to the amount of the annual dues by a majority vote of the members present at a duly constituted general meeting.
- D. Dues amounts shall be specified in the SJVQG Policies and Procedures.

Section 3. Budget.

- A. Annually, the Budget Committee will prepare and submit a proposed budget for the next fiscal year to the Board.
- B. The Budget Committee shall be composed of the Executive Committee, two members at-large and two additional members of the Board of Directors.
  - 1. Other members can participate upon request and approval by the President;
  - 2. The Treasurer will serve as Chairperson of the Budget Committee.
- C. The Budget Committee shall submit the proposed annual budget at the July Board meeting for approval. The Board-approved budget shall be published in the August newsletter and voted upon by the membership at the August meeting.

Section 4. Use of Funds.

- A. Two (2) signatures shall be required on all checks.
  - 1. Those authorized to sign checks are the President, Treasurer, First Vice-President, Second Vice-President and Secretary.
  - 2. The President and the Treasurer shall sign all checks on the Guild account, except in the absence of either, in which case the First Vice-President, Second Vice-President and/or the Secretary shall sign.
- B. All requests for financial reimbursements shall be made in writing to the Treasurer and include the original or a copy of the original receipt from the vendor.
- C. Budgeted amounts shall be paid by the Treasurer.
- D. Any unbudgeted items or amounts shall first be submitted to the Board of Directors for approval.
- E. Unbudgeted amounts over \$500.00 shall first be submitted to the Board of Directors for approval, then shall be voted upon by the general membership.

Section 5. Auditing. The Board of Directors shall provide for an audit and control of funds for the safekeeping and complete accounting of the Guild's monetary resources.

**ARTICLE VI – NOMINATIONS AND ELECTIONS**

Section 1. The President shall appoint a Nominating Committee consisting of a minimum of three (3) members, to include at least one (1) member at-large.

- A. This committee is approved by a majority vote of the Board of Directors.
- B. The Nominating Committee will choose a Chairperson.

Section 2. At the June Board meeting, the Nominating Committee shall present the proposed slate of officers for approval.

- A. At the following general meeting, the slate will be presented to the members when additional nominations may be made from the floor. Verbal or written consent is required before the additional name is placed in nomination.
- B. The final slate of nominees will be published in the August newsletter.
- C. At the August general meeting, approval of the final slate of officers shall be by a majority vote of the members present at a duly constituted meeting.

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

Section 4. Terms of Office

- A. The elected officers' term of office shall be for one (1) year, from September 1 to August 31.
- B. Officers may be re-elected for one (1) additional term.
- C. No member may hold more than one (1) elected office at a time.
- D. No member may serve more than two (2) consecutive terms in the same elected office.

Section 5. 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.

- A. In case of a vacancy of the President, the Board of Directors shall appoint the First Vice-President to fill the unexpired term.
- B. 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**

Section 1. Standing Committees are formed for the purpose of conducting the business affairs and activities of the Guild.

Section 2. Standing Committee Chairpersons are appointed by and serve at the pleasure of the President.

Section 3. Standing Committee Chairpersons are considered members of the Board of Directors and are designated in the Policies and Procedures.

## **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.

Section 2. The monthly newsletter shall provide members with the date, time, location and any planned actions of business requiring membership approval at the upcoming general meeting.

Section 3. Any change of the general meeting date, time, location or planned business actions will be provided to members as soon as possible prior to the meeting.

Section 4. The meetings of the Board of Directors shall be held monthly or as directed by the President.

- A. Any member of the SJVQG may attend a Board of Directors meeting.
- B. All actions of business will be documented and reported through the newsletter as needed.

Section 5. Special Board or general meetings can be called by the President as deemed necessary.

Section 6. Quorums.

- A. 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.
- B. To transact business, the quorum for a SJVQG general meeting shall consist of at least one-third of the regular members in good standing attending the meeting.
- C. Once a quorum is established (also known as a “duly constituted” meeting), a majority vote is required to take action on issues before the Board or SJVQG.

Section 7. No voting proxies will be allowed.

## **ARTICLE IX – AMENDMENTS/RESTATEMENTS**

The Bylaws are to be reviewed every other year and amended/restated as necessary.

- A. Any Bylaws revisions will be approved by a majority vote of the members present at a duly constituted Board of Directors meeting.
- B. Once approved by the Board, the revisions will be published in the newsletter before the general meeting at which the vote will occur.
- C. A majority vote of members at a duly constituted general meeting is required to approve any Bylaws changes.

## **ARTICLE X – INDEMNIFICATIONS**

To the extent permitted by law, every person who is or was an officer or committee member of the Guild shall have the right to be indemnified by the Guild, if they were determined to be operating within the parameters of their assigned duties at the time. This protects against all unreasonable action, suit or proceeding in which he/she may become involved by reason of his/her being or having been an officer or committee member of the Guild.

## **ARTICLE XI – OTHER PROVISIONS AND DEFINITIONS**

Section 1. Inspection of Articles and Bylaws.

- A. The SJVQG Secretary shall keep the original or a copy, if the original does not exist, of the Articles of Incorporation and Bylaws, as amended, to date.
- B. The Articles and Bylaws shall be open to inspection by the Board, all members and other such persons as required by law at all reasonable times.

Section 2. Conflict of Interest.

- A. Members of the Board of Directors or committee chairpersons cannot privately benefit from doing business with the Guild.
- B. Refer to the Conflict of Interest Policy and Form.

Section 3. Retention of SJVQG Records.

- A. The SJVQG shall keep adequate and correct books and accounts, written minutes of the proceedings of the SJVQG and Board meetings and a written record of each member's name, address, e-mail and type of membership.
- B. An archive of records shall be kept in accordance with the "document retention" policy.

Section 4. Whistleblower Policy.

- A. If any member reasonably believes that some policy, practice or activity of the SJVQG is in violation of the law, a written complaint may be filed by that person with the President.
- B. The SJVQG will not retaliate against the member who, in good faith, has raised a complaint against the organization.
- C. Refer to the Whistleblower Policy and form.

**ARTICLE XII – CYBER SECURITY**

Section 1. E-mail Accounts.

- A. Elected officers will be given access to an e-mail account at the beginning of their term.
- B. Officers are to change the account password as soon as possible after taking office.
- C. Any suspicious activity on the account should immediately be reported to the President and the Webmaster.
- D. The officer’s e-mail account is to be used for authorized Guild business only.

Section 2. The password for Zoom meetings shall be provided to members via the newsletter and e-mail.

Section 3. The password for the member’s only portion of the website will be changed annually and provided to members via the newsletter and e-mail.

**ARTICLE XIII – DISSOLUTION**

Upon dissolution of the SJVQG, assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to a non-profit 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 Code.

**CERTIFICATION OF THE SECRETARY**

I certify that I am the duly elected and acting Secretary of the SJVQG, a California non-profit mutual benefit corporation, that the above Bylaws, consisting of seven (7) pages, are the Bylaws of this corporation as restated by the SJVQG on August 11, 2022, and that they have not been amended or modified since that date.

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Secretary

\_\_\_\_\_  
Date