SAN JOAQUIN VALLEY QUILTERS' GUILD, INC.
2025 BYLAWS
PROPOSED

These are the Bylaws of the San Joaquin Valley Quilters' Guild, Inc. as approved by the Board of Directors at the Board of Director's meeting on September 18, 2025 and ratified by the membership at the SJVQG general meeting on _____.

ARTICLE I – NAME AND LOCATION

This organization, which shall be known as the San Joaquin Valley Quilters' Guild, Inc. (SJVQG), established in 1989 as a charitable non-profit corporation, is located in **Clovis, Fresno County, California** and serves the surrounding communities.

ARTICLE II – PURPOSE/MISSION/VALUES

Section 1. SJVQG is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. The SJVQG Mission:

A. Preserve traditional quilting while fostering contemporary quilting and fabric arts.

B. Encourage personal growth and excellence in craftsmanship.

C. Educate the public about quilting as an art form, enhancing appreciation.

D. Safeguard the historical legacy of quilts and contribute contemporary works for future generations.

E. Promote quilting through personal engagement, communications, meetings, exhibitions, and community donations.

F. Support and encourage the growth and development of quilting through art, education, and community involvement.

Section 3. SJVQG Values

A. Anti-Discrimination Policy

SJVQG does not and shall not discriminate based on race, color, religion, gender identity and expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations.

B. Commitment to Inclusion

SJVQG members are united by our passion for quilting and the textile arts. We value compassion and inclusivity and promote these values by gathering members with diverse life experiences and creating opportunities for

engagement, education, and action. Our community is strengthened when all members contribute their unique perspectives as they respect and honor the dignity of one another. Quilters of all cultures, ethnicities, races, gender identities and expressions, sexual orientations, ages, and abilities are welcome in the SJVQG.

ARTICLE III. MEMBERSHIP

Section 1. Membership shall be open to any person,16 years or older, who is interested in quilts and quilt making, and who agrees to the purpose of the Guild, submits the Guild membership form, pays dues in a timely manner, and agrees to uphold the Guild's values. Individuals under the age of 16 will be considered by the SJVQG Board on a case-by-case basis.

Section 2. Members in good standing are members who are current on dues or fees, and who are not suspended or terminated. Members in good standing are eligible to participate in all Guild meetings and activities.

Section 3. Members are entitled to the privilege of voting, holding office, or serving on committees.

Section 4. Persons under the age of 16 will need to be accompanied by an adult at any SJVQG meeting or event.

Section 5. Suspension or Termination

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

A. Nonpayment of dues or fees
B. ~~A~~ Violation of bylaws, policy or procedure, or conduct deemed detrimental to the Guild's welfare, interest, or character.

Section 6. Appeals

A suspended or terminated member may appeal in writing to the Board shall have the right to appeal to the Board in writing within thirty (30) days from the date of the action. The Board will decide at the meeting following receipt of the appeal.
A two-thirds vote of Board members present at a duly constituted Board of Directors meeting is final.

Section 7. Complaints

Members must submit complaints about offensive, unethical, or suspected illegal behavior in writing to the President or Vice President within 30 days of the incident. Parties involved in the incident will be notified of the complaint. One or more Executive Committee members will be appointed by the President to mediate between/among involved parties to seek positive resolution where appropriate. Serious breaches of legal responsibility or ethical behavior may result in termination of membership or legal action. Parties will be notified in writing of any resulting action.

ARTICLE IV. OFFICERS AND THEIR DUTIES

Section 1. Elected Officers.
President, Vice-President, Program Coordinator, Treasurer, and Secretary are elected positions and shall constitute the Executive Committee of the Board of Directors.

Section 2. Executive Committee Qualifications.
Members of the Executive Committee must be members in good standing and have been a member of the Guild for at least one year. In addition to the above, the President must have served on the Board of Directors.

Section 3. Executive Committee Purpose.
The Executive Committee provides leadership to the Board as a whole to plan strategically to ensure that the organization's mission, vision, and goals are advanced and that Guild activities and programs align with the Guild's purpose.

Section 4. Duties of the elected officers.

A. President: The President shall preside at all guild meetings, and shall provide general supervision, direction, and control over all the business affairs and property of the SJVQG. At the close of the President's term, he/she automatically becomes the Guild Parliamentarian. The Parliamentarian is a non-voting member of the Board.

B. Vice-President: The Vice-President shall stand in for the President at all guild meetings in which the President is absent, the Guild's bank statements each month, orient and maintain on-going contact with Standing Committee Chairs regarding needs and progress, report to the President on Standing Committee input, and other duties as assigned by the President.

C. Program Coordinator: The Program Coordinator is responsible for researching, developing and executing the plan of educational presentations and workshops for the Guild and shall stand in at all guild meetings in which both the President and Vice President are absent.

D. Secretary: The Secretary shall be responsible for maintaining all official records of the SJVQG to include general and board meeting minutes and the most current ~~signed~~ Bylaws and Policies and Procedures.

E. Treasurer: The Treasurer shall keep and maintain adequate and correct accounts of the assets, liabilities, receipts, and disbursements of the SJVQG, ~~and~~ be responsible for filing government reports as required and keeping Guild insurance current.

ARTICLE V. STANDING COMMITTEES

Section 1. A Standing Committee is a permanent committee established in the bylaws. Standing Committee Chairs work in tandem with the Executive Committee

to develop, implement, and monitor strategic plans to meet the organization's mission and goals. With the Executive Committee, they manage ongoing operations and ensure that Guild activities and programs are aligned with the organization's purpose.

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

Section 3. Standing Committee Chairs are members of the Board of Directors.

Section 4. Standing Committees include:

A. Service Projects
B. Fund Development
C. Events
D. Communications
E. Member Social Engagement
F. Member Services

Section 5. Standing Committees are a permanent committee established in the bylaws. Standing Committee Chairs work in tandem with the Executive Committee to develop, implement, and monitor strategic plans to meet the organization's mission and goals. With the Executive Committee, they manage ongoing operations and ensure that Guild activities and programs are aligned with the organization's purpose.

Section 6. Duties of Standing Committee Chairs

A. Service Projects

   As a charitable, non-profit corporation our mission directs us to use our passion for quilting and our talents to benefit children, families, and others in need in our community. The Service Projects Standing Committee Chair is responsible for assisting the Board in ensuring that Guild activities and projects align with the Guild's purpose and mission and follow established policies and procedures. The Chair works with members on new project proposals, and provides input to the Board on the adoption, continuation, or suspension/discontinuation of projects or activities. The Chair contacts project/activity managers at least once a month for updates that she then reports to the Board at Board meetings.

   Examples of current activities under this Standing Committee:

   i. BOM
   ii. Children's Projects
   iii. Comfort Quilts

B. Fund Development

   The Standing Committee Chair provides input to the Board on activities and projects that are intended to raise funds to benefit the Guild. The Chair is responsible for maintaining contact with members managing fund development activities and projects and updating the Board at Board meetings.

   Examples of current activities under this Standing Committee:

i. Grant writer
ii. Books and Fabric
iii. Opportunity Quilt
iv. Fresno Fair
v. Women's Conference

C. Events
The Standing Committee Chair is responsible for assisting members in developing proposals for major Guild events and ensuring that events align with Guild mission and purpose and adhere to Guild policies and procedures. The Chair assists the event coordinators as needed, maintains contact with the coordinators for updates on needs and progress, makes recommendations to the Board as to scheduling of events (i.e., annual, bi-annual, etc.) and reports to the Board at Board meetings.
Examples of current activities under this Standing Committee:
i. Retreat
ii. Travel
iii. Silent Auction
iv. Quilt Show
v. Studio Tour

D. Communications
Clear, consistent, timely communication is essential to the smooth operation of an organization. The Communications Standing Committee Chair is responsible for advising the Board on means and methods for maintaining meaningful communication with members. The Chair maintains regular contact with managers who have responsibility for the various communications strategies and works with other Chairs on projects/activities for which publicity is necessary. The Chair reports to the Board at Board meetings.
Examples of current activities under this Standing Committee:
i. Webmaster
ii. Newsletter
iii. Social Media
iv. Publicity

E. Member Social Engagement
Many members join a Guild for the opportunities it may provide for socialization and the prospect of new friendships. The Member Social Engagement Chair is responsible for working with the Board and membership to develop activities and projects that orient new members, engage members, foster inclusion, and connect members. The Chair maintains ongoing contact with coordinators of activities and projects and reports to the Board at Board meetings.
Examples of current activities under this Standing Committee:
i. Coffee Chat
ii. Zoom Sew Days
iii. Open Sew Days
iv. New Member Teas

v. Quilted Friend

F. Membership
The Membership Chair is responsible for all aspects of the membership process including, but not limited to, maintaining and updating the database, preparing and distributing the Membership Directory, collecting and recording payment of dues, coordinating with the Communications Chair. The Chair maintains ongoing contact with coordinators of member services and provides updates to the Board at Board meetings.
i. Hospitality
ii. Greeters
iii. Sunshine

ARTICLE VI. Responsibilities of the Board of Directors.

Board members have responsibility to:

A. Advance the Guild's mission, vision, and goals through strategic planning and oversight of Guild activities.
B. Manage and protect Guild resources by overseeing financial activities and maintaining effective financial controls
C. Ensure that the organization adheres to all relevant legal and ethical standards, including filing required legal forms in a timely manner
D. Represent the organization and enhance its public standing within the community
E. Lead in a manner that instills confidence and trust in members and that engages, motivates, and encourages participation in Guild activities
F. Periodically evaluate the board's own performance and making improvements
G. Attend general and board meetings. Read pertinent materials when assigned to facilitate informed and efficient decision-making
H. Propose amendments to the Bylaws as needed
I. Develop and/or revise Policies and Procedures as needed
J. Assign Guild activities to appropriate Standing Committees
K. Set dues and fees
L. Suspend or terminate members

ARTICLE VII. AD HOC COMMITTEES

Section 1. Ad Hoc Committees
An Ad Hoc Committee is a temporary, short-term committee established for a specific, time-limited purpose.

A. Budget Committee
The Budget Committee is seated by the President on a yearly basis to draft the annual budget for the upcoming year. It shall be comprised of the Executive Committee, two members at-large, and one additional member of the Board of Directors. Other members may request a seat on the Budget Committee. Approval is at the pleasure of the Executive

Committee. The Treasurer will serve as chair of the Budget Committee. It is responsible for:

i. Soliciting input from the Board and Standing Committee Chairs regarding anticipated funding required for the upcoming year
ii. Tabulating the money spent during the past fiscal year along with changes in income, increases/decreases in expenditures, community service activities and/or special projects that are all considered when drafting the new budget.
iii. Submitting the proposed budget at the July Board of Directors meeting for approval. The Board-approved budget shall be published in the August newsletter and voted upon by the membership at the August meeting.

B. Nominating Committee:
The Nominating Committee is seated by the President on a yearly basis to identify candidates for upcoming office vacancies. It is responsible for:

i. Communicating with Guild members to identify candidates
ii. Presenting names of nominees to the Board and Guild membership for approval.
iii. Soliciting and accepting nominations from the floor at the meeting at which voting will occur.
iv. Conducting the voting process at the general Guild meeting at which the election of officers takes place.

C. Bylaws Committee:
The Bylaws Committee is seated by the President to review the Bylaws and Policies and Procedures in the years ending in 0 and 5 and to make recommendations for revisions or other updates as needed or when a request for revision is made by the Board of Directors or Guild member. The Committee:

i. Presents recommendations and, if needed, an explanation of proposed changes, to the Board of Directors for review. Upon completed review, the Board presents the revisions to the general membership for a vote to approve.

ARTICLE VIII – 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, **by the September meeting**.
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. Use of Funds.

A. Two (2) signatures shall be required on all checks. The President, Vice-President, Program Coordinator, Secretary, and Treasurer are authorized to sign checks.

B. The President and the Treasurer shall sign all checks on the Guild account. In the absence of either, the Vice- President, Program Coordinator, and/or the Secretary shall sign.

C. All expenditures on behalf of the Guild shall be approved in advance by the Board of Directors. Approvals can be in the form of an approved project budget or a one-time expense.

D. All requests for financial reimbursements for approved expenditures shall be made in writing to the Treasurer. They will include a completed and signed Guild Reimbursement Form and i the original, or a copy of the original, receipt from the vendor.

E. Approved reimbursements shall be paid by the Treasurer.

F. Unanticipated costs over $750.00 shall first be submitted to the Board of Directors for review and approval and then voted upon by the general membership.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

The President shall appoint a Nominating Committee consisting of a minimum of three (3) members, to include at least one (1) member at-large. This committee shall be approved by a majority vote of the Board of Directors. The Nominating Committee will choose a chairperson.

Section 2. Election Process

A. At the May Board of Directors meeting, the Nominating Committee shall present the list of nominees for positions on the Executive Committee.

B. At the June general meeting, nominees will be presented to the members. Additional nominations may be made from the floor. Verbal or written consent from those nominated from the floor is required before their names can be placed in nomination.

C. The names of nominees will be published in the July newsletter.

D. At the August general meeting, the membership shall elect new officers by a majority vote of those members present at a duly constituted meeting.

Section 3. Installation
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, but no member may serve more than two (2) consecutive terms in the same elected office.
C. No member may hold more than one (1) elected office at a time.

Section 5. Vacancies

A. 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.

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

C. The Vice-President shall serve the unexpired term of office and may be elected for another term.

ARTICLE X – MEETINGS AND QUORUMS

Section 1. Unless otherwise ordered by the membership or by the Board of Directors, the regular meetings of the 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.

Section 5. Resolutions, that is, actions that have become legally binding as the result of a vote, by the Board of Directors shall be documented in the meeting minutes and shall be reported in the newsletter.

Section 6. All Guild members are welcome to attend meetings of the Board of Directors. They are encouraged to provide input; however, they shall not have a vote on issues before the Board.

Section 7. Special Board of Directors meetings may be called by the President as deemed necessary.

Section 8: Executive Committee meetings may be called by the President as deemed necessary. The President may invite Standing Committee chairs and/or other Guild members, as appropriate.

Section 9. Electronic Meetings

A. The SJVQG general membership, Executive Committee, Board of Directors, or Standing Committee meetings may hold regular or special meetings by telephone or other electronic means (such as Zoom).

B. A roll call or other means will be used to establish and confirm which members are participating in the meeting and that a quorum is present.

Section 10. Quorums

A. A quorum for a Board of Directors meeting shall consist of at least one-half of the members of the Board of Directors, to include at least three (3) Executive Committee members.

B. A quorum for a SJVQG general meeting shall consist of at least one-third of the regular members in good standing attending the meeting.

C. A quorum is required to vote on an action.

D. Once a quorum is established a majority vote is required to act on issues before the Board of Directors or SJVQG general meeting.

E. A quorum is established at the beginning of the meeting and is still met even if some members leave before voting occurs.

Section 11. Proxies

A. No voting proxies will be allowed.

ARTICLE XI – BYLAWS AMENDMENTS/REVISIONS

A. The Bylaws are to be reviewed in years ending in “0” and “5” and amended/revised as significant issues arise.

B. Changes to the Bylaws may be proposed at any general membership meeting, Board of Directors or Executive Committee meetings or by individual members.

C. An ad hoc Bylaws Committee shall be seated to review the bylaws, consider recommended changes, and draft language.

D. Revisions will be presented to the Board of Directors for review and tentative approval. A majority vote of members present is required for tentative approval.

E. Once tentatively approved by the Board, the revisions will be published

in the newsletter before the general meeting at which the membership shall vote on approval.

F. A majority vote of members at a duly constituted general meeting is required to approve any Bylaws changes.

ARTICLE XII - INDEMNIFICATIONS

A. To the extent permitted by law, every person who served or currently serves on the Executive Committee or Board of Directors shall have the right to be indemnified by the SJVQG, 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.

B. SJVQG shall not be required to indemnify any member listed above, if the jurisdiction is found to be the result of the member's gross negligence or willful misconduct.

ARTICLE XIII – OTHER PROVISIONS AND DEFINITIONS

Section 1. Inspection of Articles of Incorporation, Bylaws, and Policies and Procedures

A. The SJVQG Secretary shall keep the original or a copy, if the original does not exist, of the Articles of Incorporation, ~~and~~ the Bylaws, and Policies and Procedures, as amended to date.

B. The Bylaws and Policies and Procedures shall be posted on the SJVQG website, making them open to inspection by the Board, all Guild 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 cannot privately benefit from Guild activities or in doing business with the Guild.
B. If a member of the Executive Committee or Board of Directors discloses a potential conflict of interest, he/she must complete and submit the Conflict-of-Interest Policy 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 Executive and Board meetings, and a written record of each member's name, address, and e-mail.
B. An archive of records shall be kept and retained for 10 years.

ARTICLE XIV – CYBER SECURITY

Section 1. E-mail Accounts.

A. Elected officers can request access to a SJVQG e-mail account at the

beginning of their term.

B. Officers are to change the password on the existing account 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.

Section 4. SJVQG membership information will not be shared outside the Guild.

ARTICLE XIV - 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, are the Bylaws of this corporation as restated by the SJVQG on _____ and that they have not been amended or modified since that date.

_____ _____

Secretary Date