

SANTA ROSA QUILT GUILD BYLAWS

ARTICLE I

Name

The name of this organization is Santa Rosa Quilt Guild, a non-profit corporation.

ARTICLE II

Purpose

The Purpose of this Guild is:

1. To preserve and continue the traditions, culture, and history of the art of quilt making;
2. To contribute to the growth of knowledge in quilting techniques;
3. To sponsor and support quilting activities within the community;
4. To give comfort and show support to our community by making quilts for those in need.

Established in 1976, the Santa Rosa Quilt Guild is dedicated to preserving our quilting heritage through education and enhancement of quilt-making skills. Our Members share a love of quilting and all things quilt-related, and welcome those who have similar interests.

ARTICLE III

Members and Affiliates

Section A. Eligibility Any individual with an active interest in quilts shall be eligible for Membership, which is automatic upon payment of annual dues.

Section B. Classifications

1. Active Members Members who have paid dues for the current year are Active Members. They may hold office, vote on issues brought before the Membership, and be part of a quorum. They may serve on committees and/or as Committee Chairs.
2. Honorary Life Members Those Active Members who have been honored for continued outstanding service to our guild are Honorary Life Members. They have all the rights and privileges of Active Members.
3. Affiliates Affiliates are those interested businesses, organizations, or individuals who wish to support the Guild and who have paid the applicable current year Affiliate fee. They are not eligible to hold office, vote, be a part of a quorum, or chair a committee. They are welcome to serve on a committee and participate in all other Guild activities.

Section C. Dues and Fees The Guild fiscal year begins January 1 and ends December 31 of each year. Dues and fees shall be set by the Board and approved by the Membership.

1. New Members Dues for new Members joining after July 1 will be one-half of the annual dues; after October 1, dues will be one-quarter of the annual dues.
2. Renewing Active Members Current year dues are payable by January 1 each year. Members who are late in paying dues must pay the full amount for the fiscal year. Dues are permanently exempt for Honorary Life Members.

3. Affiliates The fee for a new Affiliate joining after July 1 will be one-half of the annual fee, and after October 1 the fee will be one-quarter of the annual fee.

Section D. Membership Cards

1. Active Members Each Active Member shall be issued a membership card.
2. Honorary Life Members Honorary Life Members shall each receive a perpetual membership card.
3. Affiliates Affiliates shall not receive membership cards but shall receive a certificate for each calendar year of affiliation and shall be given recognition in the roster, newsletter, and on the website.

ARTICLE IV
Meetings

Section A. Regular Meetings

1. Regular meetings shall be held the first and third Thursdays of each month, except for legal holidays and the third Thursday of December.
2. Time and location shall be set by the Board.
3. The Board for the new year shall be installed during the first meeting in January.

Section B. Board Meetings

1. Board meetings shall be held, as needed, usually on the fourth Thursday of the month, except for November and December.
2. Time and location shall be set by the Board.

Section C. Special Meetings Special meetings of the Board may be called as deemed necessary by either the Board or the President.

Section D. Quorum

1. The quorum for a Board meeting shall be 65% of the Board. Lacking such a quorum, the President may contact, in the presence of those Board Members in attendance, other Board Members by telephone to establish a quorum. The absent Board Member votes are to be later substantiated in writing, and such records shall be attached to the minutes for that meeting.
2. The quorum for a regular meeting shall consist of 35% of current Active Members.

Section E. Majority Vote Motions shall carry by a 51% majority of the eligible voters.

ARTICLE V
Board

Section A. The Board shall consist of thirteen elected officers: President, Vice President, Secretary, Treasurer, Program Chair, Program Chair Elect, Parliamentarian, and six Members-at-Large. This Group shall be referred to as the "Board." All members of the Board shall have full voting privileges.

Section B. Duties of the Elected Officers

1. President
 - a. Presides at all meetings of the Guild;
 - b. Calls special meetings when necessary;
 - c. Represents the Guild at conventions and public occasions, or appoints a substitute;
 - d. Is authorized to be a member of the Budget Committee;
 - e. Is authorized to sign checks;
 - f. Is authorized to sign contracts;
 - g. Maintains the list of Standing Committees and their primary responsibilities;
 - h. Maintains the yearly calendar;
 - i. Appoints chairpersons to serve on all Standing Committees.
2. Vice President
 - a. Presides at meetings in the absence of the President;
 - b. Assists the President in administration of Guild business;
 - c. Arranges the locations of meetings;
 - d. Interacts directly with facility managers to assure the meeting rooms are set up correctly;
 - e. Verifies and fulfills the setup needs of speakers, visiting vendors, or visiting opportunity quilts;
 - f. Sets up the sound system prior to the beginning of business and speaker meetings;
 - g. Schedules and conducts inventory;
 - h. Chairs the Audit Committee and maintains the Audit Committee Job Description binder.
3. Secretary
 - a. Records the minutes of regular, special, and Board meetings;
 - b. Maintains a permanent record of the minutes and all corporate records excluding corporate financial record. Printed copies of Board and regular meeting minutes must be filed and kept in perpetuity;
 - c. Provides copy of the Board minutes to all Board Members via email;
 - d. Provides minutes of the regular meetings to the Website Manager for posting on the blog;
 - e. Maintains a register of all changes made by vote in a format that records the date, motion passed, and "replacement date" (should that occur);
 - f. Conducts Guild correspondence.
4. Treasurer
 - a. Receives and disburses Guild monies and keeps permanent account of same;
 - b. Presents monthly financial statements at regular and Board meetings and provides copies for the President and Secretary;
 - c. Presents annual report to membership;
 - d. Prepares and files annual forms as required by the state and federal governments;
 - e. Chairs Budget Committee and presents proposed annual budget to the Board; maintains Budget Committee Job Description binder;
 - f. Submits accounts to Audit Committee;
 - g. Maintains all corporate financial records.

5. Program Chair
 - a. Arranges, schedules, and conducts programs and workshops;
 - b. Is authorized to sign contracts with guest speakers;
 - c. Provides Treasurer with required documentation.
6. Program Chair Elect
 - a. Schedules guest speakers for programs and workshops for the following year;
 - b. Is authorized to sign contracts with guest speakers.
7. Parliamentarian
 - a. Ensures that established Bylaws and documented Policies and Procedures are followed at all meetings;
 - b. Advises the President of non-compliance with Bylaws and documented Policies and Procedures;
 - c. Chairs the Nominating Committee and maintains the Nominating Committee Job Description binder;
 - d. Maintains the Bylaws and the Policies, Procedures, and Reference Manual, reflecting changes as they occur.
8. Member-at-Large: Represents the Membership.

Section C. Duties of the Board

1. Transacts Guild business;
2. Appoints Active Members to fill Board vacancies arising during the current term;
3. Appoints Active Members to serve on the Nominating, Audit, and Budget Committees;
4. Holds meetings, as needed, usually on the fourth Thursday of the month, except for November and December;
5. Votes on all expenditures submitted for payment and submits to the General Membership for approval by majority vote any amount exceeding that stated in Policies, Procedures, and Reference Manual;
6. Approves the establishment and dissolution of Standing Committees;
7. Maintains Job Description binder applicable to the individual position or as assigned;
8. Performs other duties as outlined in the Policies, Procedures, and Reference Manual.
9. Once a decision is reached by the Board, all Board Members shall "speak with one voice."

Section D. Conflict of Interest: Board Members shall avoid practices which are or may appear to be a conflict of interest. A Conflict of Interest includes, but is not limited to a situation in which a person has a duty to more than one quilting-related organization or guild, but cannot do justice to either of them because of common purposes and demands. For example, a member of SRQG may not serve as an officer or as a member on the Board of SRQG if they are currently serving as an officer or member of the board of another quilting-related organization or guild. Nor may an officer or member of the Board be an owner, shareholder, or manager of an organization that is likely to benefit from their decisions as an officer or Board member.

ARTICLE VI
Election of Board

Section A. Procedures

1. Active Members are eligible to vote and hold office.
2. The Nominating Committee identifies candidates for following year's Board during the third quarter.
3. The Nominating Committee presents nominations to the Board for review at the September Board meeting
4. The Parliamentarian announces the slate of candidates for the next year's Board at the first meeting in October.
5. Election of Officers: If there is only one candidate for a position, voting shall be by show of hands. If there are multiple candidates for a position, voting shall be by written ballot; candidates receiving a majority of votes cast shall be declared elected.
6. Election of Members-at-Large: If there are only six candidates, voting shall be by show of hands. If there are more than six candidates, voting shall be by written ballot; the six candidates receiving the greatest number of votes shall be declared elected.
7. Final nominations must be submitted to the Nominating Committee no later than the close of the last meeting in October.
8. Voting shall take place at the first meeting in November.

Section B. Vacancies

1. Upon vacancy of the President's office, the Vice President shall complete the term.
2. Upon vacancy of other elected positions, the Board shall appoint a replacement to complete the term.

Section C. Tenure

1. Each term of office shall be one year.
2. Board Members may be elected for a maximum of three consecutive terms in the same position.

ARTICLE VII
Committees

Section A. Committee Chairs: Except for the three Annual Committees, Committee Chairs shall be appointed by the President, and all Committee Chairs shall act in an advisory capacity to the Board.

Section B. Standing Committees: Standing Committees are those which operate continuously throughout the year.

1. Proposals to establish or dissolve a Standing Committee must be approved by the Board;
2. The list of Standing Committees and their primary responsibilities will be maintained by the President;
3. Each Committee Chair shall maintain a current Job Description binder.

- Section C. Annual Committees: Annual Committees convene once each year to facilitate Guild operations.
1. Audit Committee
 - a. Consists of Vice President as Chair and one Active Member who is not currently a Board Member;
 - b. Audits the bookkeeping records; reports the results at the March Board meeting.
 2. Budget Committee
 - a. Consists of incumbent Treasurer as Chair, incumbent President, incoming Treasurer, incoming President, and one Active Member who is not currently a Board Member. If this does not result in five individuals, the Treasurer shall fill the vacancy from the Board;
 - b. Submits the proposed budget for the following year at the October Board meeting.;
 - c. Presents the proposed budget for approval of the Active Members at the December meeting.
 3. Nominating Committee
 - a. Consists of Parliamentarian as Chair, two Board Members, and two Active Members who are not Board Members;
 - b. Meets in the third quarter to identify candidates for elected positions;
 - c. Presents nominations to the Board in September and announces nominations at the first regular meeting in October.

- Section D. Other Committees: Other Committees may be established as needed to facilitate Guild operations and/or coordinate Guild events and activities.

ARTICLE VIII Amendments

Bylaws may be amended at any regular or special meeting by a majority vote of the Active Membership present. The proposed amendments must be announced at a preceding regular meeting. A written notice of proposed amendments shall be made available to the Active Membership at that time and a copy shall be filed with the Secretary.

ARTICLE IX Dissolution

- Section A. Procedures
1. At any regular or special meeting a motion may be made to dissolve the Santa Rosa Quilt Guild.
 2. Said motion must be made in writing and announced at a preceding regular meeting.
 3. Provided the quorum of 35% is met, said motion shall carry by a majority vote of the active membership present and voting.
- Section B. Disbursement of Funds
1. A motion to disburse existing funds must be made at the time of dissolution.
 2. Provided the quorum of 35% is met, said motion will carry by a majority vote of the Active Membership present. All outstanding obligations shall be paid before remaining funds are disbursed.

3. Any funds remaining shall be donated to non-profit organization(s) related to quilts, e.g., museum, textile art center, research center, quilt study group, quilt guild, etc.

Section C. Disbursement of Material Assets

1. A motion to disperse material assets must be made at the time of dissolution.
2. Provided that a quorum of 35% is met, said motion will carry by a majority vote of the Active Membership present and voting. Material assets shall be auctioned to Active Members and the resulting funds disbursed as in Section B this Article. Material assets remaining after the auction shall be donated to non-profit organization(s) related to quilts, as in Section B of this Article.

Section D. The Board shall act as a temporary Committee to oversee all details of Guild dissolution and disbursement of assets.

Santa Rosa Quilt Guild was incorporated May 12, 1983. (Corp. No. 1141295)

These Bylaws were revised in their entirety by vote of the Membership on May 20, 2021, and supersedes any and all previous versions.