

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

Membership

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 Membership.
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 receive a membership card upon joining and every year upon renewing membership by payment of dues.
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.
- Section B. Executive Board Meeting
1. Executive Board meetings shall be held the fourth Thursday of the month as needed except in November and December.
 2. Time and location shall be set by the Board.
- Section C. Annual Meeting There shall be an annual meeting each January during which the Executive Board for the year shall be installed.
- Section D. Special Meetings Special meetings of the Executive Board may be called as deemed necessary by either the Executive Board or the President.
- Section E. Quorum
1. The quorum for an Executive Board meeting shall be 80% of the Executive Board. Lacking such a quorum, the President may contact, in the presence of those Board Members in attendance, other Board Members by telephone to effect a substitute 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 F. Majority Vote Motions shall carry by a 51% majority of the eligible voters present.

ARTICLE V Executive Board

- Section A. The Executive Board shall consist of seven elected Officers (President, Vice President, Secretary, Treasurer, Program Coordinator, Program Coordinator Elect, and Parliamentarian) and four elected At-Large Board Members. This group shall be referred to as the Executive Board. All members of the Executive 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. 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. Chairs the Audit Committee and maintains the Audit Committee Job Description binder.
- 3. Secretary
 - a. Records the minutes of regular, special, and Executive Board meetings;
 - b. Maintains a permanent record of the minutes and all corporate records excluding corporate financial record;
 - c. Provides copy of the minutes to President, Treasurer, Historian, Parliamentarian, and for a binder available for the Membership;
 - 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 Executive Board; maintains Budget Committee Job Description binder;
 - f. Submits accounts to Audit Committee;
 - g. Maintains all corporate financial records.
- 5. Program Coordinator
 - a. Arranges, schedules, and conducts programs and workshops;
 - b. Is authorized to sign contracts with guest artists;
 - c. Provides Treasurer with required documentation.
- 6. Program Coordinator Elect
 - a. Schedules guest artists for programs and workshops for the following year;
 - b. Is authorized to sign contracts with guest artists.
- 7. Parliamentarian
 - a. Ensures that established 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 Bylaws, Policies and Procedures, and Member Handbook, reflecting changes as they occur.

Section C. Duties of the Executive Board

- 1. Transacts Guild business;
- 2. Appoints Active Members to fill Executive 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;
- 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 and Procedures;
- 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 Policies and Procedures.
- 9. Once a decision is reached by the Executive Board, all Board Members shall "speak with one voice."

Section D. Conflict of Interest Board Members shall refrain from any and all practices that may be construed to be a conflict of interest.

ARTICLE VI
Election of Executive Board

Section A. Procedures

1. Active Members are eligible to vote and hold office.
2. The Nominating Committee identifies candidates for following year's Executive Board during the third quarter.
3. The Nominating Committee presents nominations to the Executive Board for review at the September Board meeting
4. The Parliamentarian announces the slate of candidates for the next year's Executive Board at the first regular 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 At-Large Board Members: If there are only four candidates, voting shall be by show of hands. If there are more than four candidates, voting shall be by written ballot; the candidates receiving the four greatest number of votes shall be declared elected.
7. Voting shall take place at the first regular meeting in November. Nominations may be added from the floor during the voting process.

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 Executive Board shall appoint a replacement to complete the term.

Section C. Tenure

1. Each term of office shall be one year.
2. Executive 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 Executive 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 Executive 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 Executive Board;

- b. Submits the proposed budget for the following year at the October Executive Board meeting for review by the Board;
 - 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 Executive Board Members, and two Active Members who are not currently Board Members;
 - b. Meets in the third quarter to identify candidates for elected positions;
 - c. Presents nominations to the Executive Board in September and announces nominations at the first regular meeting in October.

Section D. Other Committee 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 and voting. 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. 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. Said motion will carry by a majority vote of the Active Membership present and voting.
- 3. All outstanding obligations shall be paid before remaining funds are disbursed.
- 4. Any funds remaining shall be donated to a 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. 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 Executive 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 are revised in their entirety by vote of the Membership September 4, 2014, and supersedes any and all previous versions. These Bylaws shall take effect November 1, 2014.