

Golden Valley Quilt Guild (GVQG)

Bylaws

Article I Name

The name of this organization shall be Golden Valley Quilt Guild, and hereinafter may be referred to as the "Guild" or "GVQG".

Article II Purpose

The Guild is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of California. The purpose of the Guild is to promote and encourage members' interest in quilt making in an environment of mutual support and fellowship, and to offer them an opportunity to participate in charitable projects through donations of quilts and other activities.

Article III Membership

- A. There shall be the following classes of membership:
1. Active: Active members shall be individuals who are over the age of 18 and must subscribe to the purpose of the Guild, be willing to comply with these bylaws and policies and procedures and pay dues.
 2. Junior: Junior members shall be individuals who are between the ages of 10 and 17 and are subject to the following restrictions:
 - a. Junior members must be accompanied by an adult GVQG member at all times.
 - b. Participation in workshops is at the discretion of the teacher; if allowed, the junior member must be accompanied by an adult GVQG member and both must pay the normal class fee.
 - c. Junior members are not allowed to hold a board position or vote on GVQG matters.
 - d. Junior members may, but are not required to, sell raffle tickets, and are encouraged to donate time and community service projects.
- B. We are a nondiscriminatory guild open to any person, as defined by state law.
- C. Maximum membership will be 150, after which a waiting list will be established.
- D. Annual dues shall be determined by a vote of the membership and are defined in the Policies and Procedures Manual.
 - a. Dues are prorated on a monthly basis for new members only
 - b. Dues are payable no later than at the first general meeting of the fiscal year (April); with priority given to renewing members
- E. Members shall terminate upon occurrence of any of the following events:

1. Written resignation of member
 2. Conduct tending to injure the good name of the guild, disturb its well-being or hamper it in its work
 3. Conduct in violation of the bylaws and policies and procedures
 4. Failure to pay dues
- F. The fiscal year shall be April 1 to March 31.

Article IV Officers

- A. The officers shall be a president, president-elect, secretary, treasurer, treasurer-elect, member-at-large, program director and program director-elect.
- B. Qualifications: To qualify as president or president-elect, an individual must have served as a board member or a committee chair within the last five years.
- C. Term of office: All officers shall serve for a term of one year and may serve for a maximum of two consecutive terms in the same office.
- D. Duties of officers:
1. President:
 - a. Preside over general and board meetings
 - b. Encourage the members and direct the activities of the Guild
 - c. Serve as an ex-officio member of all committees except for the nominating committee
 - d. Serve as the official spokesperson of the Guild
 - e. Set the agenda for the general and board meetings
 - f. Appoint committee chairs
 - g. Perform other duties as pertains to the office
 2. President-elect:
 - a. Perform such duties as requested by the president
 - b. Conduct meetings in the absence of or at the request of the president
 - c. Assume all duties and responsibilities of the president for the remainder of term in the event the president cannot or will not complete the term of office
 - d. Assumes the office of the president the following year
 - e. Schedules visiting opportunity quilts
 - f. Coordinates the making of the president's quilt
 - g. Perform other duties as pertains to the office
 3. Secretary:
 - a. Keep records of general and board meetings
 - b. Prepare minutes of general and board meetings
 - c. Responsible for Guild correspondence
 - d. Maintain the Guild's Book of Records, which contains the current Bylaws, Policies and Procedures Manual, Articles of Incorporation and other official Guild documents
 - e. Must be able to document meetings and use Word (or similar program) and email
 - f. Perform other duties as pertains to the office
 4. Treasurer:

- a. Shall keep adequate and correct books and records of all financial transactions and government filings in accordance with general accepted accounting principles.
 - b. Collect and disburse all monies
 - c. Make bank deposits within three business days of receipt of funds
 - d. Provide a report of receipts and expenditures and a cash balance each month for publication in the newsletter
 - e. Provide quarterly reports with year-to-date figures and a comparison to the budget for the board and the newsletter editor for publication
 - f. Compile an annual budget with input from the board and committee chairs in January for member approval at the February general meeting
 - g. Compile financial records and annual financial statements no later than 90 days after the end of the fiscal year and provide copies of annual financial reports for publication in the newsletter
 - h. Submit financial filings as detailed in the treasurer's notebook to government agencies and to maintain such records
 - i. Must have skills and abilities to use Excel spreadsheets, bookkeeping software, email and to perform online transactions
 - j. Perform other duties as pertains to the office
5. Treasurer-elect:
- a. Assist the treasurer in all aspects of this office in a learning capacity as directed by the treasurer
 - b. Assume all duties and responsibilities for the remainder of term in the event the treasurer cannot complete her term of office
 - c. Assumes office of treasurer the following year
 - d. Perform other duties as pertains to the position
6. Member-at-large:
- a. Responsible for suggestion box and member surveys
 - b. Present members' suggestions to the board
 - c. Tally ballot votes, except for the election of officers
 - d. Perform other duties as pertains to the position
7. Program Director:
- a. Arrange all programs for the general meetings of the Guild, including contracting with outside speakers/teachers
 - b. Schedule and make arrangements for workshops
 - c. Write an article about the monthly program and send to the editor for publication in the newsletter; and send regular updates to the webmaster
 - d. Maintain a spreadsheet on computer to track expenditures to stay within budget
 - e. Perform other duties as pertains to the position
8. Program Director-elect:
- a. Schedule programs as needed for the following year when the program director-elect assumes the program director position.
 - b. Assist program director as needed at meetings and/or workshops
 - c. Assume all duties and responsibilities for remainder of the term in the event program director cannot complete term of office
 - d. Assumes office of Program Director the following year
 - e. Perform other duties as pertains to the position

E. Nominations and Elections of Officers

1. Nominating Committee: The nominating committee consisting of three members shall be appointed by the president at the November general meeting.
2. The nominating committee shall provide the membership with the slate of candidates at the January meeting and also in the January newsletter.
3. Elections: Elections shall occur at the general meeting in February
4. Term of office shall run from April 1 through March 31, coinciding with the fiscal year.
5. Nominees must be a member in good standing for a minimum of one year.
6. In the event of two or more candidates running for one office, the election shall be by ballot.
7. In the event of an unopposed slate, the vote shall be taken by a voice vote
8. Vacancies: In the event an officer cannot complete their term, the board may appoint a replacement for the remainder of the term.

Article V Meetings

- A. General Meetings: General meetings will be held on the fourth Thursday of the month with the exception of the July, November, and December meetings, which shall be rescheduled at a time mutually agreed upon by the board and meeting facility. In the event a general meeting needs to be rescheduled, the board shall select a new meeting date and notify the members in the newsletter or, in case of emergency, by email or telephone.
- B. Annual Meeting: The general meeting in February shall be known as the annual meeting for the purpose of election of officers, receiving reports of officers, and approving the budget for the next fiscal year and for any other business which shall come before the meeting.
- C. Special Meetings: Special meetings may be called by the board or by petition signed by one-fourth of the membership and presented to the board. No business shall be transacted at such meeting except that specified in the call, which shall be at least three days in advance.
- D. Quorum: The quorum for meetings shall be 20 members.

Article VI Board of Directors

- A. The board of directors shall consist of the president, president-elect, secretary, treasurer, treasurer-elect, member-at-large, program director and program director-elect, and membership chair
- B. The board of directors shall have general supervision of the Guild between its business meetings, make recommendations to the membership, and perform such other duties as are specified in these bylaws or delegated to it by the membership.
- C. The board shall meet every other month unless ordered by the president. Special meetings may be called by the president with at least three days' notice. Such notice may be provided by email or by telephone. The board may conduct emergency business by telephone or email when necessary. Any decisions made shall be ratified at the next regularly-scheduled board meeting. Quorum of the board shall be a majority, or five members.
- D. Any board member may be removed upon the recommendation of the board and by a majority vote of the membership present at a general meeting for:
 1. Conflict of interest
 2. Financial irresponsibility or misuse of funds

3. Actions in conflict with these bylaws, purposes, objectives and/or for failure to perform duties as outlined in Article IV
- E. Board members shall not be compensated for their services as an officer.
- F. No board member shall make, participate in making, or in any way attempt to use her official position to influence a board decision in which she knows or has reason to know she has a financial interest.

Article VII Committees

- A. The Guild shall have the following standing committees:
 1. Advertising: Secure advertisements from local businesses and services for publication in the newsletter.
 2. Annual Opportunity Quilt: Create a quilt to be raffled which will raise funds to help support ongoing activities of the Guild.
 3. Annual Opportunity Quilt Marketing: Arrange for and encourage members to sell tickets for the annual opportunity quilt raffle and find places to display the quilt for the purpose of selling tickets.
 4. Bylaws: Meet to study and make written recommendations or proposed amendments to the board for presentation to the members.
 5. Communications: Includes webmaster and newsletter editor. Keep website current, including a monthly newsletter.
 6. Community Service: Encourage and provide the means and opportunity to make quilts and other items for donation to those in need, directly or indirectly through nonprofit organizations.
 7. Financial Review: review the books and records at the end of the fiscal year.
 8. Historian: Shall take digital photos for publication on the website and in the newsletter.
 9. Membership: Collect dues, keep an up-to-date membership roster and members' records, provide information about the Guild to potential members, maintain a waiting list for membership, provide an annual members' directory for members.
 10. Luncheon: Arrange luncheon biennial (in even years) to display members' achievements in quilting and to educate attendees about quilts and quilting.
- B. The Guild may have the following standing committees:
 1. Block of the Month: For a nominal fee, offer the members a different block to stitch each month.
 2. Bring and Brag: Facilitate members showing their quilted items at the general meeting.
 3. Friendship: Coordinate mentors, mini-groups, and ride sharing.
 4. Hospitality: Make arrangements to serve refreshments at meetings.
 5. NCQC: Attends NCQC meetings and report to the membership.
 6. Quilter's Treasures: Purchase items of interest to quilters for raffle prizes at general meetings.
 7. Retreats: Make arrangements for retreat sites and generate interest with members.
 8. Secret Sisters: Arrange participants, monetary guidelines and frequency of gift giving.
 9. Special Events: Make arrangements for special events such as bus and field trips.
 10. Special Quilt Projects: Make arrangements for special quilt projects such as: mystery quilts, round or row robins, challenge quilts, theme or charm quilts, or UFO challenge.
 11. Other Committees: Other committees, standing or special, shall be appointed by the president as deemed necessary to carry on the work of the Guild.

**Article VIII
Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern this organization in all parliamentary situations that are not provided for in federal, state or local laws, its Articles of Incorporation, bylaws or adopted Policies and Procedures.

**Article IX
Amendment**

- A. Any member may propose an amendment to the bylaws by stating the amendment at a board meeting or submitting it in writing.
- B. The amendment is then studied by the bylaws committee for possible recommendation to the board.
- C. If the amendment is recommended; it shall be published in the newsletter and read at the next general meeting following publication.
- D. An amendment shall be approved by a two-thirds vote of members in attendance at the general meeting following its introduction.

**Article X
Execution of Instruments**

- A. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or for any amount.
- B. The following officers are authorized to sign checks: president, treasurer, treasurer-elect

**Article XI
Dissolution**

The Guild may be dissolved by a two-thirds vote of the membership. Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation 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 IRC Section 501 (c).

Adopted: 5/25/17

Amended: 4/25/19