

ROSEVILLE QUILTERS GUILD BYLAWS

ARTICLE I NAME

The name of this organization shall be ROSEVILLE QUILTERS GUILD, hereinafter known as the Guild.

ARTICLE II PURPOSE AND OBJECTIVES

1. Roseville Quilters Guild is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation law of California.
2. The purpose of this Guild shall be:
 - A. To preserve the heritage and promote the skill of quilting.
 - B. To teach and learn in a spirit of fellowship.
 - C. To serve the community through donations of quilts and charitable giving.

ARTICLE III MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP

~~1.~~ 1. Any person, regardless of race, color, creed, sex, sexual orientation, gender identification, religion, disability or national origin, who subscribes to the purposes of this Guild, can apply to become an active, corresponding or honorary life member. All members must subscribe to the purpose of the Guild and agree to abide by its Bylaws and Policies and Procedures. The benefits of membership include a membership card if requested, a monthly newsletter, a membership roster, free entry to all gGeneral mMeetings, and eligibility to participate in all activities of the Guild.

~~Active member: To become an active member, a person must subscribe to the purpose of the Guild and agree to abide by its Bylaws and Policies and Procedures.~~

~~2.~~ 2. Active member: Defined as a voting member who pays annual dues, Members pay annual dues.

~~The benefits of membership include a membership card, a monthly newsletter, a membership roster, free entry to all general meetings, and eligibility to participate in all activities of the Guild.~~

~~Only active members are eligible to~~ to vote, hold an office in the Guild, and/or serve as a committee chairperson

~~s.~~

3. Corresponding member: Defined as a non-voting member who pays an annual discounted membership fee ~~, receives a newsletter, a membership roster,~~ and pays the standard guest fee for any meetings and other events attended.

A. Corresponding membership is not available to businesses.

B. A Corresponding member may become an active member ~~when space is available~~ if desired.

C. Corresponding Members have priority after Active Members in activities where attendance is limited.

4. Honorary ~~Member for Life~~ Life member: Defined as an active member ~~at least 75 years of age~~ who has been a continuing active member for at least 20 years.

Honorary Life Members ~~for Life~~ do not pay dues.

The Board of Directors may recommend an appropriate numerical limitation on the size of the active membership to be approved by the members. When the membership has reached the maximum, the Membership Chairperson shall maintain a waiting list for those interested in becoming members.

Membership shall terminate upon occurrence of any of the following events:

A. Failure to pay dues.

B. Written resignation of member.

C. Conduct tending to injure the good name of the Guild, disturb its well-being or hamper it in its work.

D. Singular or multiple demonstrations of poor behavior by a member brought in front of the Board for approval of termination.

E. Conduct in violation of the Bylaws.

Any member(s) who ~~has~~ have passed away during the year will be honored at the next quilt show.

SECTION 2. FEES, DUES AND ASSESSMENTS

1. Annual dues and guest fees for the next fiscal year shall be recommended by the Board of Directors and approved by a majority of those present at the February ~~g~~ General m Meeting.

2. ~~A No-fee~~ shall be charged for use of electronic payment making application for membership in this Guild activities.
3. Membership renewal dues are due on or before the June gGeneral mMeeting.
4. Persons not renewing on time will no longer be considered continuing members.
5. Guests are welcome at gGeneral mMeetings for a nominal fee.
6. No other assessments will be made for membership in this organization.

SECTION 3. FISCAL YEAR

The fiscal year for this Guild shall begin July 1 and end June 30.

ARTICLE IV MEETINGS

SECTION 1. WHEN MEETINGS ARE HELD

1. This Guild shall hold a minimum of ten (10) gGeneral mMeetings a year on the third (3rd) Wednesday of the -month at a place approved by -the membership. In an emergency, the President may change the meeting location or date.
2. The September General Meeting will be considered the Guild's Annual Meeting.
3. ~~Under the auspices of the Maidu Senior Program, this Guild hosts workshop meetings on the second (2nd) Wednesday of the month for the purpose of basting or tying quilts, and working on other projects.~~

SECTION 2. RESCHEDULING OF MEETINGS AND MEMBER NOTIFICATION

In the event a gGeneral mMeeting needs to be rescheduled, the Board will select a new meeting date and notify the members.

Members will be notified of meeting date and/or place changes in the newsletter or in case of any emergency, by email or telephone.

SECTION 3. SPECIAL MEETINGS

The Board may call special meetings.

SECTION 4. QUORUM

A quorum for the transaction of business at any regular or special meeting of the membership shall be 40% ~~of~~ the active membership. There will be no proxy votes accepted. This would also apply when taking votes electronically.

ARTICLE V VOTING

SECTION 1. VOTING CONDUCT

1. Voting by membership may take place at ~~g~~General or ~~s~~Special ~~m~~Meetings where there is a quorum present. When a ~~g~~General ~~m~~Meeting cannot be held, the Board may decide that voting may take place by other methods.

2.1. Methods used for voting shall be voice, show of hands, standing, ballot, email or telephone. Email or telephone may be used only when a ~~g~~General ~~m~~Meeting cannot be held.

A. A show of hands vote shall be tallied by the ~~Chairperson~~~~p~~President, or at the ~~Chairperson's~~~~p~~President's request, a Member-at Large shall tally.

B. Members-at-Large, except for the election of Officers, shall tally ballot votes. The Nominating Committee shall tally ballot votes for the ~~e~~Election of Officers.

SECTION 2. ELECTION OF OFFICERS

The Nominating Committee shall provide the membership with the names of people running for elected positions.

1. A slate of candidates shall be provided to the membership in April. Nominations shall also be accepted from the floor. In the event the April meeting cannot be held, the slate of ~~officers-nominees~~ may be presented electronically and in the newsletter.
2. Elections shall occur at the ~~g~~General ~~m~~Meeting in May. If the meeting in May does not occur, voting may take place electronically or by phone.
3. Installation of officers will be conducted at the ~~next-June~~ General Meeting ~~after the election~~. In the absence of a General Meeting, installation may take place at the next Board Meeting.
4. Term office shall run from July 1 to June 30 ~~coinciding with the Guild's fiscal year~~.

ARTICLE VI
ORDER OF BUSINESS

~~Business~~
1. Call to order

~~7. New~~
-9. Show and Tell

~~Other activities~~
2. Introductions

10. Program and/or Speaker ~~&~~

3. -Announcements	<u>11. Pic-a-Prize; A Bit of</u>
9. Show and Tell	
4. Approval of Minutes for prior meeting	<u>Me (currently inactive), 10.</u>
Program and/or Speaker	
5. Officer and Committee Reports	<u>Fat Quarter Exchange,</u>
<u>11. Pic-a-Prize; A Bit of</u>	
<u>6. Old Business</u>	<u>UFO, BOM</u>
<u>7. New Business</u>	<u>12. Adjournment</u>
<u>Me (currently inactive), Fat Quarter Exchange, UFO, BOM</u>	
<u>8. Other activities</u>	<u>6. Old Business</u>
<u>12. Adjournment</u>	

The presiding officer may change the order of business.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. BOARD OF -DIRECTORS

1. Membership

- A. The eleven (11) members of the Board of Directors shall be elected by a majority of the membership at a meeting where there is a quorum present. When a meeting cannot be held, voting may take place electronically or by phone.
- B. The Executive Officers shall consist of: President, Vice President, Secretary and Treasurer.
- C. Other voting Board members shall consist of the Past President, Treasurer-Elect, Program Chair, Membership Chair, Community Service Coordinator and two (2) Members-at-Large. As an option, a Co-Chair may be elected for Programs and/or Community Service. These committees shall have only one vote each during the Board Meetings.
- D. Length of service shall be a minimum of one year with a two-year term standard.
- E. Executive Officers must have been a Guild member for two (2) years before holding office, exceptions must be brought before the membership at a gGeneral mMeeting and may serve for a maximum of two (2) consecutive years in the same office.

2. Meetings

- A. The Board of Directors shall meet a minimum of six (6) times annually to conduct its business to plan and supervise the activities of the Guild. They shall meet on a day, location and time designated by the President and announced at a gGeneral mMeeting prior to the Board mMeeting.
- B. The first Board Meeting after installation of officers will be designated as the Annual Board Meeting.
- B.C. ~~Both~~ Current and newly elected officers are expected to attend this meeting.

SECTION 2. REMOVAL

Any Board Member may be removed by a majority vote of the general membership present at the General Meeting upon the recommendation of the Board for any of the following:

- 1. Conflict of interest.
- 2. Financial irresponsibility or misuse of funds.
- 3. Actions in conflict with the pPolicies, ~~and purposes and objectives~~ pProcedures and bBylaws of the Guild, and/or failure to perform the duties of the position as outlined in Article VIII.

SECTION 3. REPLACEMENT

The pPresident and/or Board of Directors shall fill through appointment any vacancy occurring on the Board of Directors.

SECTION 4. COMPENSATION

Directors/officers shall not be compensated for their services.

SECTION 5. INFLUENCE

No Board Member shall make, participate in making, or in any way attempt to use his/her official position to influence a Board decision in which he/she knows or has reason to know he/she has a financial interest.

**ARTICLE VIII
DUTIES OF THE BOARD OF DIRECTORS**

SECTION 1. EXECUTIVE OFFICERS

- 1. President
 - A. Presides over all gGeneral and Board mMeetings.
 - B. Encourages and directs the members to activities of the Guild.

- C. Appoints non-elected committee chairs when necessary.
 - D. Serves as official spokesperson of the Guild.
 - E. Sets the agenda for ~~g~~General and Board ~~m~~Meetings.
 - F. Serves as an ex-officio member of all committees.
 - G. Performs other duties pertaining to the office of President.
2. Vice President
- A. Performs such duties as requested by the President.
 - B. Conducts meetings in the absence or at the request of the President.
 - C. Assumes all duties and responsibilities of the President for the remainder of the term in the event the President cannot or will not complete his/her term of office.
 - D. Schedules the visiting quilt guilds' Opportunity quilts and maintains its calendar.
 - E. Chairs the Nominating Committee as a non-voting member ~~and oversees the Telephone Tree Committee.~~
 - F. Performs other duties pertaining to the office of the Vice President.
 - G. Prints copies of newsletter for membership.
 - H. Mails newsletter to members without email.
 - E.I. Coordinates production of ~~P~~resident's quilt.
3. Secretary
- A. Keeps records of ~~all~~ ~~g~~General and Board ~~m~~Meetings ~~and maintains the Guild Book of Records.~~
 - B. Prepares minutes of the Board and General Meetings for approval.
 - C. Is responsible for ~~all~~ Guild correspondence.
 - D. Maintains a copy of the most current Policies and Procedures and Bylaws, and copies of all other important guild contracts, such as current contract with the meeting and workshop facilities and other documents as needed, in the Book of Records.
 - E. Performs other duties pertaining to the office of the Secretary.
 - F. Provides minutes to be published in newsletter
 - E.G. Maintains certificate of insurance.
4. Treasurer
- A. Collects and disburses all monies.
 - B. Makes all bank deposits.
 - B.C. On a monthly basis, submits to the newsletter a report of amount held in reserve as agent and available cash balance (bank account balance for both the Checking and the Savings accounts and the total of those two accounts).
 - C.D. On a quarterly basis, submits to the newsletter a statement of activities with comparisons to the budget and a statement of financial position.
 - D.E. Provides monthly detailed report to the Board as needed.

- E.F. Makes current financial information detail available at gGeneral mMeetings.
- F.G. Prepares annual budget with input from the Board, committee chairpersons, and members.
- G.H. Prepares annual financial reports to be printed in the newsletter.
- H.I. Maintains records necessary to enable filings to governmental agencies and files/pays such in a timely manner.
- J. Performs other duties pertaining to the office of Treasurer.
- K. Oversees bookkeeper and/or accountant as needed.
- L. Responsible for a copy of PO box key.

SECTION 2. OTHER BOARD MEMBERS

1. Treasurer-Elect
 - A. It is intended the Treasurer-Elect be elected Treasurer following the end of the current Treasurer's term.
 - B. Assists the Treasurer in all aspects of this office in a learning capacity as directed by the Treasurer.
 - C. Assumes all duties and responsibilities for the remainder of the term in the event the Treasurer cannot or will not complete the term of office.
 - D. Performs other duties pertaining to the office of Treasurer-Elect.
2. Past-President
 - A. Serves as adviser to the Board of Directors.
 - B. Conducts the Board meeting or monthly Guild meeting in the absence of both the President and Vice President.
 - C. Performs other duties pertaining to the office of Past-President.
3. Program Chair
 - A. Arranges all programs to be held at gGeneral mMeetings of the Guild.
 - B. Schedules and makes arrangements for classesworkshops.
 - C. Performs other duties pertaining to the office of Program Chair.
4. Community Service Coordinator
 - A. Functions as Committee Chair.
 - B. Oversees the donation of quilts and charitable giving.
 - C. Reports to the Guild.
 - D. Holds quarterly meetings of the Community Service Committee to discuss current affairs and to take feedback.
 - E. Performs other duties pertaining to the office of Community Service Coordinator.
5. Member-at-Large
 - A. Takes member(s) suggestions and concerns to the Board confidentially.
 - B. Tallies votes when a ballot vote or hand vote is needed.
 - C. Performs other duties pertaining to the office of Member-at-Large.

6. Membership

- A. Collects dues to turn in to the Treasurer and keeps accurate up-to-date membership records.
- B. Maintains a master roster.
- C. Welcomes members and guests.
- D. Performs other duties pertaining to the office of Membership.
- E. Oversees telephone tree committee.
- D.F. Responsible for PO box key.

ARTICLE IX COMMITTEES

- 1. A Bit of Me (currently inactive)– Arranges for donations made by members of items to be raffled at gGeneral mMeetings.
- 2. Basting – Arranges for quilts to be basted or tied at monthly workshop.
- 3. Block of the Month – Provides members with a pattern for a quilt block so they may learn about techniques, designs and/or colors.
- 4. Boutique – ~~Helps raise funds for the Guild. Additionally, is a~~ venue for members to sell ~~on~~ consignment items at the annual quilt show. Provides ideas and encouragement to assist members in making items to sell at craft events.
- 4.5. Budget Committee – eChaired by the tTreasurer, shall prepare a preliminary budget for approval by the bBoard at the May bBoard mMeeting.
- 5.6. Bylaws Committee – Studies and makes written recommendations on proposed amendment, revisions, additions and deletions to the Bylaws at least every four (4) years.
- 6.7. Community Service - Encourages and provides the means and opportunity to make donations to those in need directly or through non-profit organizations.
- 7.8. Day Camp – Provides an opportunity to attend a 3-4 day camp at a local facility.
- 8.9. Fat Quarter Exchange – pProvides a chance for contributors to win a collection of fabrics.
- 9.10. Finance Committee – Provides oversight and assistance to Treasurer in guiding financial policy of the Guild.
- 10.11. Historical Records – Provides a record of the history of the Guild’s activities through photographs and electronic media.
- 11.12. Hospitality – Coordinates social activities.
Library—Provides a collection of books and other media for members to checkout/purchase at monthly meetings and arranges for book sales at the annual Guild Quilt Show.

- ~~12~~.13. Membership – Collects dues and keeps accurate up-to-date membership records, welcome members and guests.
- 13.14. Newsletter – Publishes and distributes a monthly newsletter which provides information about all aspects of the Guild’s activities.
- 14.15. Nominating Committee – Provides the membership with the names of people running for elected positions.
- 15.16. Opportunity Quilt Production – Creates a quilt to raise funds to help support the ongoing activities of the Guild.
- 16.17. Opportunity Quilt Sales – Arranges for and encourages members to sell tickets for the annual Opportunity Quilt giveaway. Schedules and coordinates displaying the quilt outside the Guild for the purpose of selling tickets.
- 17.18. Parliamentarian – Guides the Guild in conducting its business.
- 18.19. Pick-a-Prize – Gives participants a chance to win prizes of interest to quilters.
- 19.20. Programs – Is responsible for all programs and classes.
- 20.21. Quilt Camp/Retreat – As an Agent, arranges for and coordinates camps/retreats for members at facilities not affiliated with the Guild.
- 21.22. Quilt Show – Arranges annual quilt show to display members’ achievements in quilting and to educate the public about quilts and quilting.
23. Quilter of the Month – Encourages and schedules members to share their quilting experience at guild meetings.
- ~~22~~.24. Second Time aRound - eCollects saleable items to sell at the quilt show.
- ~~23. Special Events~~ – Arranges for special events such as field trips.
- ~~24. Storage Unit Coordinator~~ – Facilitates use of contents of the storage unit. Makes sure that annual storage fee is paid.
25. Sunshine – Sends get well, sympathy and other-occasion cards to members or their families.
26. Tea - Arranges for the annual tea.
27. Telephone Tree – Contacts members with no email when necessary.
28. Troop Support – Makes and presents Quilts of Valor to those who are serving or have served our country. Makes and fills Christmas stockings to ship overseas.
29. UFO Challenge – Encourages members to complete unfinished projects.
30. Webmaster – Maintains and updates the Guild’s website.
31. Other committees – As established by the Board and/or as detailed in the Policies and Procedures Manual.

ARTICLE X RECORDS AND REPORTS

Records and Reports

- A. The Secretary shall keep in her possession:
1. A copy of the Articles of Incorporation, Bylaws, and Policies and Procedures, Manual.
 2. A copy of the Guild's tax-exempt status.
 3. A copy of the Insurance Policy.
 4. A copy of the Fidelity Bond on the Treasurer.
 - ~~5.~~ Minutes of all Board and ~~s~~Special ~~m~~Meetings indicating the time, place, proceedings and those present
 - ~~5.~~ ~~_____and those present.~~
 - ~~6.~~ Minutes of all General Meetings and proceedings.
 - ~~6.~~
- B. The Treasurer shall keep in her possession: adequate and correct books
1. Copies of all government filings and supporting documents as required.
 2. Copies of all contracts and lease agreements.
 3. Copies of appropriate historical financial records.
 4. Accounting records in a dedicated Guild computer.
 5. The Treasurer shall annually prepare a Statement of Financial Position and a Statement of Activities, not later than forty-five (45) days after the close of the fiscal year.
 6. On a monthly basis, the Treasurer shall submit to the newsletter a Statement of Financial Position.
 7. The Treasurer shall, on a quarterly basis, prepare an interim Statement of Activities with a quarterly comparison to the budget.
 8. The above reports shall be kept in accordance with accepted accounting practice.
- C. The Membership Chair shall maintain a record of all Guild members and the number of meetings they have attended.
- D. All books and records shall be available for inspection by any member with prior arrangement with the Board. The Guild computer containing accounting records shall only be available for review by Executive Board members and Finance Committee members due to risk of data corruption.

ARTICLE XI

FUNDS AND FINANCES

SECTION 1. GENERAL

1. The fiscal year shall begin on July 1 and end on June 30 the following year.
2. The following officers are authorized to sign checks and other financial instruments: Treasurer, President, Vice President, Secretary, Treasurer-Elect, and Past-President.
3. Each check written from the Guild bank account requires two signatures by the authorized officers. ~~The Treasurer has the authority to make monthly electronic payments for the Office Depot Purchasing Card of less than \$25 without a 2nd Executive Officer's approval.~~
4. In the case of electronic payments made directly through the bank, the Treasurer will obtain approval from another Executive Officer via email before sending the payment. Electronic payments may not be made to Executive Officers in this way. The Finance Committee will review these electronic payments when they meet.
5. In case of emergency, when payments are required and two Executive Officers are unavailable for a physical signature, the Treasurer may obtain email approval from another Executive Officer and send the check with the Treasurer's signature alone.
6. No officer may sign a check payable to themselves.
7. All funds of the Guild shall be deposited in a timely manner.
8. An internal review, conducted by the Finance Committee, shall be performed at the end of each fiscal year within 30 days after completion of reports in Article X, Sect. B, No. 5.
- ~~9. The Treasurer shall be responsible for and be the authorizing person for use of the Office Depot Purchasing Card.~~

SECTION 2. BUDGET

1. The Budget Committee, chaired by the Treasurer, shall be comprised of the current officers and committee chairpersons. The Committee shall prepare a preliminary budget for approval by the Board at the May Board Meeting.
2. At the June ~~g~~General ~~m~~Meeting, the proposed budget for the next fiscal year shall be presented for approval by the membership. If no meeting can be held, it may be presented electronically.

SECTION 3. DONATIONS

1. Any restricted or unrestricted donation to the Guild, whether in cash or property, shall be presented to the Board for disbursement to the appropriate person or committee.

ARTICLE XII RULES AND REGULATIONS

SECTION 1. PARLIAMENTARY AUTHORITY

The current edition of “Robert’s Rules of Order, Newly Revised” governs this Guild in all parliamentary situations that are not provided for in federal, state or local law or the Guild’s Articles of Incorporation, Bylaws or adopted Policies and Procedures.

SECTION 2. AMENDMENTS TO THE BYLAWS

1. Any member may propose an amendment to the Bylaws by stating the amendment at a gGeneral mMeeting and giving a copy to the Secretary.
2. The amendment is then referred to the Bylaws Committee for study and recommendation to the membership.
3. Following approval by the Bylaws Committee, the amendment must be read at two (2) gGeneral mMeetings and all members must receive written notice of the proposed amendment.
4. An amendment must be approved by a two-thirds vote of members in attendance at a gGeneral mMeeting where a quorum is present.

SECTION 3. EXECUTION OF INSTRUMENTS

1. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild. Such authority may be general or f confined to specific instances.
2. Unless so authorized, no officer or agent shall have any power or authority to bind the Guild by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or for any amount.

SECTION 4. SUSPENSION OF BYLAWS

One or more of these Bylaws may be temporarily suspended by a two-thirds vote of the members in attendance at any gGeneral mMeeting where a quorum is present.

SECTION 5. REVIEW OF BYLAWS

1. These Bylaws shall be reviewed by the Bylaws Committee at least every four (4) years and revised as necessary.

2. Any revisions to the Bylaws as a result of the quadrennial (every four years) review shall be handled in the same manner as amendments stated in Article XII, Section 2, numbers 3 and 4.

SECTION 6. POLICIES AND PROCEDURES

1. The Policies and Procedures Manual provides guidelines which support the Guild's Bylaws.
2. These guidelines include operating rules for membership, meetings and committees.
3. These Policies and Procedures may be changed as recommended by the Board of Directors and approved by a simple majority of the members in attendance at a gGeneral mMeeting where a quorum is present.

ARTICLE XIII INDEMNIFICATION OF MEMBERS

The Guild shall indemnify and hold harmless, to the maximum extent permitted by California law, any person (to include Officers, Directors or others acting on behalf of the Guild) who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Guild, against any and all liabilities, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Guild.

ARTICLE XIV DISBANDONMENT

Upon the dissolution of the Guild, any assets remaining after payment or provision for payment of all debts and liabilities of this Guild shall be distributed to one or more nonprofit charitable, social welfare, social club and/or other appropriate guild which is organized and operated exclusively for nonprofit purposes, and which has established its tax-exempt status under -IRC -Section 501(c)4.

ARTICLE XV ADOPTION OF BYLAWS

The Bylaws shall take effect immediately upon their adoption. Revision, additions or deletions are to be effective on the date so voted by the members.

Adopted April 16, 2003

Revision #1, Approved April, 2004

Revision #2, Approved May 17, 2006

Revision #3, Approved May 20, 2009

Revision #4, Approved February 16, 2011

Revision #5, Approved February 15, 2012

Revision #6, Approved October 17, 2012

Revision #7, Approved July 10, 2013

Revision #8, Approved March 16, 2016

Revision #9 Approved December 2, 2020

Revision #10 Approved XXXXXXXX