

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. 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 General Meetings, and eligibility to participate in all activities of the Guild.
2. Active Member: Defined as a voting member who pays annual dues, eligible to hold an office in the Guild, and/or serve as a committee chairperson
3. Corresponding Member: Defined as a non-voting member who pays an annual discounted membership fee 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 if desired.
 - C. Corresponding Members have priority after Active Members in activities where attendance is limited.
4. Honorary Life Member: Defined as an active member who has been a continuing active member for at least 20 years. Honorary life members 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 members who 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 a General Meeting where a quorum is present.
2. Membership renewal dues are due on or before the June General Meeting.
3. Persons not renewing on time will no longer be considered continuing members.
4. Guests are welcome at General Meetings for a nominal fee.
5. 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) General Meetings 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.

SECTION 2. RESCHEDULING OF MEETINGS AND MEMBER NOTIFICATION

In the event a General Meeting 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

Voting by membership will take place at General or Special Meetings where there is a quorum present. When a General Meeting cannot be held, voting may take place by other methods as determined by the Board.

- A. Methods used for voting shall be voice, show of hands, standing, ballot, email or telephone. Email or telephone may be used only when a General Meeting cannot be held
- B. A show of hands vote shall be tallied by the President, or at the President's request a Member-at-Large shall tally.
- C. The Members-at-Large(s), except for the election of Officers, shall tally ballot votes. The Nominating Committee shall tally ballot votes for the 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 nominees may be presented electronically and in the newsletter.
2. Elections shall occur at the General 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 June General Meeting. 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.

ARTICLE VI ORDER OF BUSINESS

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| 1. Call to order | 9. Show and Tell |
| 2. Introductions | 10. Program and/or Speaker |
| 3. Announcements | 11. Pic-a-Prize; A Bit of |
| 4. Approval of Minutes for prior meeting | Me (currently inactive), |
| 5. Officer and Committee Reports | Fat Quarter Exchange, |
| 6. Old Business | UFO, BOM |
| 7. New Business | 12. Adjournment |
| 8. Other activities | |

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 General Meeting 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 General Meeting prior to the Board Meeting.

- B. The first Board Meeting after installation of officers will be designated as the Annual Board Meeting.
- C. 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 Policies and Procedures and Bylaws of the Guild, and/or failure to perform the duties of the position as outlined in Article VIII.

SECTION 3. REPLACEMENT

The President 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 General and Board Meetings.
 - 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 General and Board 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
 - 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.
 - I. Coordinates production of President's quilt.
- 3. Secretary
 - A. Keeps records of General and Board Meetings.
 - B. Prepares minutes of the Board and General Meetings for approval.
 - C. Is responsible for 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.
 - E. Performs other duties pertaining to the office of the Secretary.
 - F. Provides minutes to be published in newsletter
 - G. Maintains certificate of insurance.
4. Treasurer
- A. Collects and disburses all monies.
 - B. Prepares all bank deposits.
 - 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).
 - D. On a quarterly basis, a statement of activities with comparisons to the budget and a statement of financial position posted on the guild website in the "Members Only" Section.
 - E. Provides monthly detailed report to the Board as needed.
 - F. Makes current financial information detail available at General Meetings.
 - G. Prepares annual budget with input from the Board, committee chairpersons, and members.
 - H. Prepares annual financial reports posted on the guild website in the "Members Only" Section.
 - 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 General Meetings of the Guild.
 - B. Schedules and makes arrangements for workshops.
 - 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.
 - 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 General Meetings.
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 – A venue for members to sell consignment items at the annual quilt show.
5. Budget Committee – Chaired by the Treasurer, shall prepare a preliminary budget for approval by the Board at the May Board Meeting.
6. Bylaws Committee – Studies and makes written recommendations on proposed amendment, revisions, additions and deletions to the Bylaws at least every four (4) years.
7. Community Service - Encourages and provides the means and opportunity to make donations to those in need directly or through non-profit organizations.
8. Day Camp – Provides an opportunity to attend a 3–4-day camp at a local facility.
9. Fat Quarter Exchange – Provides a chance for contributors to win a collection of fabrics.
10. Finance Committee – Provides oversight and assistance to Treasurer in guiding financial policy of the Guild.
11. Historical Records – Provides a record of the history of the Guild’s activities through photographs and electronic media.
12. Hospitality – Coordinates social activities.
13. Membership – Collects dues and keeps accurate up-to-date membership records, welcome members and guests.
14. Newsletter – Publishes and distributes a monthly newsletter which provides information about all aspects of the Guild’s activities.
15. Nominating Committee – Provides the membership with the names of people running for elected positions.
16. Opportunity Quilt Production – Creates a quilt to raise funds to help support the ongoing activities of the Guild.
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.
18. Parliamentarian – Guides the Guild in conducting its business.
19. Pick-a-Prize – Gives participants a chance to win prizes of interest to quilters.
20. Programs – Is responsible for all programs and classes.
21. Quilt Camp/Retreat – As an Agent, arranges for and coordinates camps/retreats for members at facilities not affiliated with the Guild.
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 General Meetings.

24. Second Time Around - Collects saleable items to sell at the quilt show.
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

1. 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 Special Meetings indicating the time, place, proceedings and those present.
 6. Minutes of all General Meetings and proceedings.
2. 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.
3. The Membership Chair shall maintain a record of all Guild members and the number of meetings they have attended.
4. 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.
5. Record Retention requirements for Non-Profit organizations – An exempt organization must keep books and records to show that it complies with the tax rules. The organization must be able to document the sources of receipts and expenditures reported on its annual return and on any tax returns it must file. Records must support income, expenses, and credits reported on exempt organization annual returns and tax returns. Even if 990-N is filed, or no return is filed, records must be maintained showing activities conducted, income received and expenses incurred. Books and records must be available for inspection by the IRS. If the IRS examines an organization's returns, the organization must have records to explain items reported. Records can be maintained by the appropriate committee as scanned electronic documents or hard copies.
 - A. Permanent Records
 - a. Organizational Documents

- i. Articles of Incorporation
 - ii. Bylaws
 - iii. Policy and Procedures
 - iv. IRS Determination Letter (Form 1023)
 - v. Foundational Documents
- b. Board Meetings
- c. Major Financial Reports
 - i. Audit Reports
 - ii. Donation Records for Endowment Funds
 - iii. Records related to Capital Stock and Bonds
- B. 7-10 Years
 - a. Financial and Tax Records
 - i. Bank Statements
 - ii. Accounts Payable
 - iii. Cash Books
 - iv. Expense Analyses
 - b. Tax Returns
 - i. IRS 1099s
- C. 3-7 Year Retention
 - a. Active Contracts and Leases
 - i. 3-7 years after expiration
 - b. Legal Documents
 - i. 3-7 years after their active period

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, and Treasurer-Elect.
3. Each check written from the Guild bank account requires two signatures by the authorized officers.
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.

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 General 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 General Meeting 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) General Meetings 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 General Meeting 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 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 General Meeting 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 General Meeting 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 November 20, 2024
Revision #11, Approved April 15, 2026