

# SURFSIDE QUILTERS GUILD BYLAWS

## Revised: April 9, 2019

### ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of this organization shall be the Surfside Quilters Guild, and is referred to as the Guild.

The Principal Office for the transaction of the business of the Guild shall be the Guild's post office box, which may be changed from time to time by the Executive Board.

### ARTICLE II – PURPOSE

The objectives and purposes for which the Surfside Quilters Guild is created shall be exclusively educational, charitable, and social, within the meaning of Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended and in particular:

Section 1: A) To provide a creative atmosphere, to share knowledge of methods and techniques, and to encourage each member's growth and talent in the field of quilt-making and related subjects.

B) To hold General meetings in the cities of Dana Point, Capistrano Beach, San Juan Capistrano, or San Clemente.

C) To assist new guilds or organizations of similar purpose.

Section 2: This Guild is a nonprofit organization and is not organized for personal profit. No part of the net income shall benefit any individual member, except when that member may be temporarily hired as a principal lecturer/teacher by the Board.

### ARTICLE III – MEMBERSHIP

Section 1: Membership shall be open to anyone interested in quilt-making and related fiber arts. There are three classifications of

membership in this Guild: Active, Lifetime, and Honorary. Annual membership shall run May 1<sup>st</sup> to April 30<sup>th</sup>.

Section 2: Any person shall become an Active member of the Guild upon completion of the membership information sheet and timely payment of membership dues. All Active members have one vote and shall actively support the activities approved by the membership.

Section 3: Lifetime memberships are given to the Past Presidents of the Guild. Dues are not assessed. Lifetime members have all rights and privileges of an Active member.

Section 4: Honorary memberships may be granted to individuals by a sixty percent (60%) vote of the Board. Honorary memberships last for 12 months commencing on the date of the grant. Honorary members have no vote.

#### ARTICLE IV – EXECUTIVE BOARD & DUTIES

Section 1: The Executive Board shall consist of the Officers of the Guild, which shall be: President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, 3<sup>rd</sup> Vice-President, Secretary, Treasurer, Parliamentarian, and Past President. All Officers shall be Active members in good standing, elected by the membership, with exception of the Parliamentarian and Past President. The Parliamentarian is appointed as defined in Section 10 of this Article. The Past President is the President from the prior year.

Section 2: Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect as of the date the notice is received, or any later time as specified in the notice, and need not be accepted/approved to be effective.

Section 3: The President shall preside at all meetings of the Guild and the Board, appoint all Standing & Special Committee Chairpersons, and in general supervise, direct and control Guild

activities, events, and Officers, subject to the approval of the Board. The President shall exercise and perform such powers and duties as the Board may assign from time to time. The President may serve as an ex-officio member of all Guild committees, with the exception of the Nominating Committee.

Section 4: In the absence or disability of the President, the Vice-Presidents in order of their rank shall perform all duties of the President. In accordance, a Vice-President shall have all of the powers and restrictions of the President.

Section 5: The 1<sup>st</sup> Vice-President (Programs) shall be in charge of programs for the Guild's monthly meetings, which includes arranging contracts with speakers for their lectures, workshops, travel, lodging, and meals.

Section 6: The 2<sup>nd</sup> Vice-President (Membership) shall be in charge of membership of the Guild. Membership functions include the collection of all dues and visitor fees at the monthly meetings, keeping the membership roster current, publishing an annual directory (roster), maintaining a current mailing list, and keeping the meeting attendance records.

Section 7: The 3<sup>rd</sup> Vice-President (Facilities) shall serve as the Guild's liaison officer and meeting site manager. The 3<sup>rd</sup> Vice-President shall also be responsible for maintaining equipment and continuously updating records of all equipment and articles, other than any library materials. The records identify the location, use, warranties, and operating instructions. Guild equipment is to be used for Guild functions only.

Section 8: The Secretary shall keep a book of Board and General Meeting minutes for the Guild. Meeting minutes include but are not limited to the following information: the time and place of the meeting (Board, General, Annual or Special), the names of

individuals or the number of members present at the Annual Meeting. For Special Meetings, identify how it was authorized, the notice given, as well as normal information. The minutes of the Board and General Meetings are to be posted on the Guild website.

Section 9: The Treasurer shall keep and maintain adequate and accurate books and accounts of the Guild's properties and transactions. Financial statements and reports shall be sent monthly to the members and the Board as required by law, these Bylaws, or as specified by the Board. The monthly report shall be published in the Guild newsletter. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Guild. The Treasurer shall publish an annual financial statement and arrange for reconciliation within three months of the fiscal year end. The Board may request a review or audit at any time. The Treasurer is responsible for the filing of tax reports for the fiscal year end, in which the term was served. The Treasurer is responsible for preparing a proposed budget for the Board's review and subsequent presentation to the membership.

Section 10: The Parliamentarian shall be appointed by the President and shall be responsible for supervising Guild elections, chairing the Nominating Committee, advising on parliamentary procedures, and the interpretations of the Bylaws when requested.

Section 11: The Past President shall serve in an advisory position and chair the committee for the making of the President's quilt.

Section 12: All Officers are required to keep their procedure manuals currently updated and to make this information available to the President and their successors at the joint April Board Meeting.

Section 13: All Officers are required to submit a budget recommendation to the Board annually. Copies of the budget shall

go to the President, Treasurer, and each Officer's procedure manual.

## ARTICLE V – MEETINGS

Section 1: The Guild shall hold monthly General Meetings.

Section 2: The General Meeting held in April shall be known as the Annual Meeting. At this meeting, Officers shall be elected and the budget shall be approved.

Section 3: Whenever members are required or permitted to take any action at a General Meeting, written notice of the meeting shall be given to each member entitled to vote ten days prior to the meeting. The notice shall specify the place, date, hour of meeting, and the nature of the issues to be voted upon by the members.

## ARTICLE VI – THE GENERAL BOARD

Section 1: The General Board, also referred to as the Board, shall consist of the Executive Board and the Standing Committee Chairpersons and shall meet regularly (Board Meeting).

Section 2: Each member of the Board shall have one vote. In the case of a co-chaired Committee, the Committee has one vote. If there is a disagreement between the co-chairpersons regarding the vote, then their vote is disallowed.

Section 3: The President in the case of an emergency or arbitration may call an Executive Session. An Executive Session shall consist of a quorum of the General Board and shall be chaired by the Parliamentarian. Decisions made in an Executive Session are binding.

## ARTICLE VII – STANDING COMMITTEES

Section 1: Chairpersons of Standing Committees shall be appointed by the President, who may solicit volunteers. The Committee Chairpersons select necessary committee members.

Section 2: Committee Chairpersons cannot change or omit the duties of their position as outlined in the job descriptions, or the established procedure, without a sixty percent (60%) vote of the Board.

Section 3: All Committee Chairpersons are required to keep their procedure manuals currently updated and to make this information available to their successors at the joint April Board Meeting.

Section 4: All Committee Chairpersons are required to submit a budget recommendation to the Board annually. Copies of the budget shall go to the President, Treasurer, and the Committee's procedure manual.

Section 5: The Standing Committees of the Guild shall be: Fabric Fun, Hospitality, Monthly Mini, Newsletter, Philanthropy, Publicity/Sponsors, Show and Tell, Southern California Council of Quilt Guilds Representative, Volunteer Coordinator, Ways and Means, Welcome/Sunshine and Shadows, and Workshops.

Section 6: The duties of each of the Standing Committees of the Guild shall be as outlined below:

A) FABRIC FUN: Coordinate a fabric based activity to involve the Guild membership.

B) HOSPITALITY: Arrange for refreshments and necessary supplies at the General Meetings.

C) MONTHLY MINI: Acquire, display, and sell tickets for a monthly mini item. Select the winner, by raffle method, and submit the winner's name to the Newsletter Committee and required documentation to the Treasurer each month.

D) NEWSLETTER: Compile, edit, and distribute via email the Guild newsletter to the membership on a monthly basis. The newsletter shall contain information regarding Guild meetings, workshops, and related news and functions pertaining to the Guild and its membership. Printed copies of the newsletter will be provided only to members without email upon request and at their expense. Members and non-members may be charged for advertising quilt related items.

E) PHILANTHROPY: Research, oversee, and report to the Board and the general membership on anything related to the philanthropic efforts of the Guild.

F) PUBLICITY/SPONSORS: Publicize the events and activities of the Guild as deemed necessary, report newsworthy items pertaining to the quilt-related achievements of the members, and actively solicit sponsors for the newsletter and directory.

G) SHOW AND TELL: Coordinate a monthly quilt exhibit, display and introduce the members and their quilts to the membership at the General Meeting.

H) SOUTHERN CALIFORNIA COUNCIL OF QUILT GUILD REPRESENTATIVE: Represent the Guild at the Southern California Council of Quilt Guilds (also referred to as the Council), report to the membership on the activities of the Council, and inform the Guild of current events in the local and national quilting community.

I) VOLUNTEER COORDINATOR: Arrange for volunteers to assist in various Guild-related tasks when requested.

J) WAYS AND MEANS: Responsible for fund-raising activities.

K) WELCOME/SUNSHINE AND SHADOWS: Oversee social groups and activities that promote a friendly atmosphere at Guild functions.

L) WORKSHOPS: Arrange for workshop facilities, collect fees, and supply workshop information to the members. The committee is responsible for arranging travel, meals, and lodging for the teacher, when applicable.

## ARTICLE VIII – SPECIAL COMMITTEES

Section 1: Special Committees shall be approved by the Board. They should meet the current needs of the Guild and must be for a quilt, fiber art, or other related concern.

Section 2: Chairpersons of Special Committees shall be appointed by the President, who may solicit volunteers. Committee members shall be appointed by the Committee Chairperson as needed.

Section 3: Job descriptions shall be defined and approved by the Board upon the creation of the new Special Committee.

Section 4: Special Committee Chairpersons have no vote at the Guild Board meetings.

## ARTICLE IX – ELECTIONS AND AMENDMENTS

Section 1: A Nominating Committee consisting of the Parliamentarian, four (4) active members, and two (2) alternative members shall be solicited from the membership in December and appointed in



January by the President. The Nominating Committee may solicit nominations in February so that a complete slate of Officers is presented to the membership in March. Additional nominations may be made from the floor at this time, providing that prior written consent of the nominee has been obtained. The ballot shall be published in the monthly newsletter prior to the April General Meeting. Members of the Nominating Committee are not eligible for the Executive Board, and no individual may serve on the Nominating Committee for more than two consecutive years.

Section 2: Voting shall be at the April Annual Meeting. If there is only one nominee for each office, then the slate of Officers may be accepted by a majority vote.

Section 3: Term of office shall be for one year for elected Officers. No Officer shall be eligible for the same office for more than two consecutive years.

Section 4: Only Active members in good standing of the Guild may be elected to an office of the Guild.

Section 5: Candidates for the office of President must have been an active Board member for at least one (1) year prior to their nomination.

Section 6: Newly elected Officers will be installed in May.

Section 7: Vacancies in any office shall be filled by the Board for the unexpired term.

Section 8: Bylaws may be amended at any General Meeting by a sixty percent (60%) vote of the Active membership present, provided that the amendment has been submitted in writing to each Active member at least 10 days prior to the General Meeting at which the amendment is put before the members for a vote.

Section 9: An ad hoc committee, appointed by the President and chaired by the Parliamentarian, shall be named every two (2) years to review these Bylaws. This committee shall consist of no less than five (5) and no more than seven (7) Active members.

## ARTICLE X – FINANCE

Section 1: The Guild's fiscal year shall run from May 1<sup>st</sup> through April 30<sup>th</sup>.

Section 2: Checks of the Guild must be signed by any one of the following: President, Treasurer, or Secretary.

Section 3: A Budget Committee, chaired and appointed by the Treasurer, shall prepare a budget for review by the Board in March and present the proposed budget in the April newsletter and at the April Annual Meeting for approval. The budget will cover a fiscal year.

Section 4: Proposed expenditures of unbudgeted funds over three hundred dollars (\$300.00) shall be presented to the Board for approval. Proposed expenditures of unbudgeted funds in excess of one thousand dollars (\$1,000.00) shall be presented to the general membership for approval subsequent to approval by the Board.

Section 5: Donations made specifically for a Committee shall be used to further their activity.

## ARTICLE XI – AUTHORITY

Section 1: In conducting the affairs of this Guild, the final authority for procedure shall be Robert's Rules of Order Newly Revised, current edition, wherever applicable and not inconsistent with the Bylaws.

Section 2: A quorum of the Guild shall be defined as follows:

A) A quorum at a General Meeting shall be established as forty percent (40%) of the number of members who live in Orange County. All Guild members, regardless of location of residence, shall be counted as part of the quorum and shall have their vote counted.

B) A quorum at a Board Meeting shall be established as fifty percent (50%) of the Board members.

Section 3: Unless otherwise provided for, if a quorum is present, all motions of this Guild may be acted upon by a simple majority vote of those entitled to vote on the matter.

Section 4: All contracts of the Guild, except for speakers, must be approved by the Board prior to signature and must be signed by the President and the applicable chairperson. The 1<sup>st</sup> Vice-President, Programs, shall be responsible for speakers-workshops contracts.

## ARTICLE XII – DISSOLUTION

Section 1: Upon the dissolution of the Guild, assets shall be distributed for one or more exempt purposes with the meaning in Section 501 (C)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the Principal Office of the Guild is then located.

## ARTICLE XIII – INDEMNIFICATION OF CORPORATE AGENTS: PURCHASE OF LIABILITY INSURANCE

Section 1: The Guild may indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts, actually and reasonably incurred by such person having been made or having been threatened to be made a party to a proceeding to the maximum extent possible by the provision of the Nonprofit Corporation Law and the Guild may advance the expense reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the undertaking required by the Nonprofit Corporation Law. The terms “agent,” “proceeding,” and “expense,” made in this Section 1 shall have the same meaning as such terms in Section 7237 of the Nonprofit Corporation Law, as amended.

Section 2: The Guild shall purchase and maintain insurance on behalf of any agent of the Guild against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Guild would have the power to indemnify the agent against such liability under the provisions of this Section 1.

The By-laws have been revised and accepted on

Date: July 12, 2011

December 10, 2013

April 12, 2016

May 8, 2018

April 9, 2019