

Bylaws of the Petaluma Quilt Guild

Article I - NAME

The name of this non-profit organization shall be Petaluma Quilt Guild.

Article II - PURPOSE

The Purpose of the Petaluma Quilt Guild shall be:

- a. To preserve the heritage of quilt making.
- b. To further educate the membership and community in the art of quilt making.
- c. To contribute to the welfare of the residents of the Petaluma area by providing quilts to the people in need.

Article III - MEMBERSHIP

Section 1. Eligibility

Membership shall consist of anyone who is interested in quilting upon payment of annual dues. No discrimination shall be made with regard to race, color, creed, sex, or national origin.

Section 2. Membership

- a. Active Members shall participate in and support the projects of the organization, have the privilege of voting and holding office, receive regular newsletters, and pay dues.
- b. Affiliate Members shall be businesses, community organizations, or individuals wishing to support the Guild. An affiliate member shall pay annual dues and shall be listed in newsletters. They shall not have voting privileges, hold office, or constitute any part of a quorum. Affiliate Members are also eligible for Active Membership upon payment of Active Membership dues.
- c. Junior Members shall be ten to seventeen years of age and be sponsored by an Active Member. Junior members shall have all the privileges of active membership, except holding elective office.
- d. Honorary Membership shall be awarded publicly to pay tribute to those members who have given outstanding service to the Guild. Honorary members shall be exempt from dues and shall have full Active Membership privileges.
- e. Guests may attend any General Meeting but will be expected to join the Guild if continued attendance is desired. Non-members of the Guild will be expected to pay higher fees to any workshop or function sponsored by the Guild.

Section 3. Dues

- a. Active Membership dues shall be \$40.00 annually to be paid on the 1st Tuesday of September.
- b. Affiliate Membership dues shall be \$50.00 annually to be paid on the 1st Tuesday of September.
- c. Junior Membership Dues shall be \$10.00 annually to be paid on the 1st Tuesday of September.
- d. If dues remain unpaid by the 1st Tuesday of November, membership and privileges shall be forfeited.
- e. After March 1st, dues for new Active Members shall be prorated at \$20.00 for the remaining six months of the current membership year.
- f. Guests shall be charged a fee of \$5 for regular meetings featuring a scheduled speaker.
- g. Dues shall be changed by amendment to the Guild bylaws and approval of the members

Article IV – OFFICERS

Section 1: The Executive Board shall consist of the following officers: President, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 2: The Board of Directors shall consist of the elected officers and the chairpersons of each committee.

Section 3: Duties of Officers

A. The President shall:

- a. Preside at all General Meetings of the Guild.
- b. Serve as an ex-officio member of all committees.
- c. Preside at all Executive Board and Board of Directors meetings.
- d. Call special meetings of the Executive Board and of the Board of Directors when necessary.
- e. Appoint temporary committee chairs as needed.
- f. Be authorized to co-sign checks.
- g. Manage the property of the Guild in the offsite storage unit and shall keep an accurate inventory of that property.
- h. Have the authority to sign contracts for the Guild.
- i. Perform all incidental duties of the office as required.

B. The First Vice President shall:

- a. Preside at General Meetings in the absence of the President.
- b. Compile and maintain a membership list.
- c. Provide a roster for each member.
- d. Collect dues, distribute membership cards, and keep a sign-in sheet of all meetings.

- e. Update and distribute membership handbooks.
- f. Maintain membership database, including monthly attendance, and pull reports from database as requested.
- g. Perform all incidental duties of the office as required.

C. The Second Vice President shall:

- a. Coordinate monthly programs.
- b. Schedule speakers and workshops on quilt related topics.
- c. Make arrangements for General Meetings and for workshop locations.
- d. Prepare contracts for speakers and workshop leaders. Contracts shall be arranged for all presenters regardless of whether they are accepting payment or not.
- e. Sign such a contract with a co-sign of the Guild President or Secretary.
- f. Secure and maintain the on-site storage cabinet
- g. Perform all incidental duties of the office as required.

D. The Secretary shall:

- a. Keep the minutes of the Guild and the meetings of the Board of Directors and/or Executive Board Meetings.
- b. Answer Guild correspondence.
- c. Maintain an inventory of Guild property.
- d. Perform all incidental duties of the office as required.

E. The Treasurer shall:

- a. Receive and deposit all monies for all Guild activities.
- b. Disburse Guild funds according to the approved annual budget.
- c. Maintain financial records using accounting software provided by the Guild.
- d. Make monthly financial reports of current account balances and expenditures at General Meetings.
- e. Preside over budget committee and prepare a proposed budget.
- f. Make an end of the year financial report
- g. Oversee the Guild's insurance and policy coverage including Certificate of Insurance.
- h. Maintain Nonprofit Raffle Registrations with California State Attorney General's Office.
- i. Obtain one-day seller's permit for fundraising events.
- j. Schedule the annual audit of the Guild budget and confer with the auditor, which shall be done in the month of August.
- k. Perform all incidental duties of the office as required.

Section 4: Any officer or committee chairperson may be removed and replaced at the discretion of the Board pending approval of the majority of voting members at a General Meeting.

Section 5: The Board shall refrain from any activities that might be perceived as a conflict of interest between the Executive Board members that involves money. Petaluma Quilt Guild members in decision-making roles shall disclose any conflict of interest and shall not participate in discussions or vote on such matters.

Section 6: All Board members completed binders/information shall be passed along to the newly elected members at the August Officers Transitional Meeting which is to be held in the month of August. The binders shall be archived in the storage unit for future reference and historical purposes.

Article V-- COMMITTEES

Section 1: The committees of the Petaluma Quilt Guild shall include, but not be limited to: Appliqué Friendship Block, Block of the Month, Budget, Community Outreach, Fat Quarter Frenzy, Historian, Hospitality, Librarian, Monthly Mini, Mother Hen, Newsletter, Opportunity Quilt, Pieced Friendship Block, Secret Pals, Sunshine, Webmaster, and Parliamentarian.

Section 2:

- a. The Committee Chairs shall be volunteers who may serve two consecutive years or more if needed.
- b. All Committee members completed binders/information shall be passed along to the new member at the August Officers Transitional Meeting which is to be held in the month of August.
- c. The binders shall be archived in the storage unit for future reference and historical purposes.

Section 3: Duties of Committee Chairs:

- a. The Appliqué and Pieced Friendship Chair shall keep accurate records of members who complete Appliqué Friendship blocks and shall distribute completed blocks.
- b. The Block of the Month Chair shall coordinate the Block of the Month Program.
- c. The Budget Chair shall be the Treasurer and shall plan the budget for the coming year, subject to approval by the General Membership. The Chair shall also call a meeting of the Budget Committee consisting of herself, the Treasurer Elect, the President, the President Elect and three general members to propose a budget that will be voted on by the August general meeting.

- d. The Community Outreach Committee shall coordinate service committees which shall include but not be limited to: Quilts for COTS, Military Quilts, and other such community needs such as “disaster relief.”
- e. The Fat Quarter Frenzy Chair shall organize the fat quarter raffle at the General Meeting.
- f. The Historian shall keep pictorial and printed records generated by the Guild’s activities to have a physical file for future reference. The Historian shall also take digital photos for publication on the Guild website and in the Guild newsletter.
- g. The Hospitality Chair shall organize refreshments at General Meetings.
- h. The Librarian shall maintain all books, periodicals, etc. donated or purchased for the use of Guild members and shall keep records of items checked in and out of the library.
- i. The Monthly Mini Chair shall organize donations of mini quilts to raffle at General Meetings.
- j. The Mother Hen Chair shall welcome new members to the Guild.
- k. The Newsletter Chair shall write, edit, and email a Newsletter to members each month and shall keep digital and printed archives of Newsletters.
- l. The Opportunity Quilt Sales Chair shall coordinate the selling of Opportunity Quilt raffle tickets and shall keep custody of the Opportunity Quilt and the quilt frame.
- m. The Secret Pal Chair shall coordinate the Secret Pal Program.
- n. The Sunshine Chair shall send get-well, birth, sympathy, and congratulations cards to Guild members.
- o. The Webmaster shall maintain and update the Guild Website.
- p. The Parliamentarian shall act as a resource to the Guild and the Board in matters of parliamentary procedures and serve as chairperson of the Nominating Committee.

Section 4: Other Committees

- a. New Committees shall be approved as necessary by the Executive Board of Directors.

Article VI—FINANCES

Section 1: The Fiscal Year shall run from September 1st to August 31st.

Section 2: All reimbursements requests shall be made to the Treasurer accompanied by a completed request form(s) and receipts for purchases made. The dates of all receipts must fall within the current fiscal year and be submitted for reimbursements by the 30th of September of the following fiscal year. No member of the Petaluma Quilt Guild shall spend any money or assume any obligation to any amount greater than shall have been authorized by the General Membership as recorded in the annual budget.

Section 3: Other than budgeted items, any purchases that exceed \$50 must be approved by the General Membership. Any change to existing budget needs to be presented at a Board Meeting for discussion two months prior to a General Membership vote on the change. After Board discussion, the proposed change needs to be printed in the Guild's Newsletter and/or email communication. A report from the treasurer concerning the change, along with any general discussion, will occur at the first General Meeting following publication in the Newsletter. The General Meeting vote on the change will occur at the following month's General Meeting.

Section 4: All monies collected by the Guild shall be placed in the operating fund. Any person whose check is returned for insufficient funds will be charged an additional fee in the amount equal to what we are charged. Additional funds, unused from the current year's budget, shall be placed in a reserve account. The instrument used for the reserve account shall be recommended by the Treasurer and approved by the Executive Board. No investments in stocks shall be made.

Section 5: As stated in Article II, the Petaluma Quilt Guild may support charitable organizations through quilt making. Cash donations are prohibited. A contract, whether by confirming letter or more formal document, will exist to record the transaction. All donations whether monetary or any tangible item shall be recorded by the Treasurer and be reviewed at the annual audit.

Section 6: Sales Tax: Any tangible item sold for fund raising by the Petaluma Quilt Guild will have State Tax added to the total. The Guild may elect to pay the sales tax.

Article VII—MEETINGS AND QUORUMS

Section 1. General Meetings shall be held on the 1st Tuesday of each month and start at 7pm with the exception of the month of July when the date will be announced.

Section 2. Executive Board Meetings shall be called at least quarterly by the President.

Section 3. Special Meetings shall be called as necessary by a member of the Board of Directors or the President.

Section 4. Quorum, the number of voting members who must be present in order that business can be legally conducted at a General Meeting, shall be 50% plus 1 of the voting members of the Guild.

Quorum for an Executive Board or Board of Directors meeting shall be a simple majority of the Board membership

Article VIII—NOMINATIONS AND ELECTIONS OF OFFICERS

Section 1. No later than May 1st, the President, with the approval of the Board of Directors, shall charge the Parliamentarian to call a meeting of the Nominating Committee, which shall include one additional Board Member and three members at large. The Nominating Committee shall nominate a new Executive Board of Directors. The President shall abstain from serving on the Nominating Committee.

Section 2. At the June General Meeting, the proposed slate of officers shall be presented to the membership. At this time, nominations may be made from the floor. The consent of each candidate must be obtained before the name is placed in nomination.

Section 3. Elections shall take place at the July General Meeting, providing a quorum is present.

Section 4. Voting shall be by show of hands, hard copy ballot or by email ballot. Voting by ballot shall be used only when there is more than one nominee for a position. There shall be no votes by proxy.

Section 5. The officers-elect shall be installed at the August meeting and transition their duties by September 1 of said year.

Section 6. Term of office shall be for one fiscal year. Officers may be re-elected for one additional year and may not serve more than two consecutive years in the same position.

Section 7. Should the office of President become vacant before the expiration of the term, the 1st Vice President shall fill the office of President. Any other vacancies on the Executive Board shall be filled by appointment by the President or presiding officer until the next regular election.

Article IX- PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Newly Revised shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with the Guild Bylaws.

Article X – AMENDMENTS AND REVISION OF BYLAWS

Section 1: Proposed amendments of the Bylaws shall be presented to the Executive Board for consideration.

Section 2: Proposed amendments shall be published in the Guild newsletter at least one month prior to the discussion and vote of the amendments. Providing there is a quorum present, the vote shall be taken by a show of hands and requires a two-thirds majority of the voting members present to pass.

Section 3: Once accepted, the amendment and the date it was accepted shall be published in the next issue of the Guild newsletter.

Section 4: The Guild Bylaws shall be reviewed every year and revised as needed. The Parliamentarian shall organize a committee of Active Members to review the Bylaws in January. Proposed corrections and revisions shall be published in the Guild newsletter at least one month prior to the discussion and vote of the revisions at a General Meeting. Providing there is a quorum present, the vote shall be taken by a show of hands and requires a two-thirds majority of the voting members present to pass.

Section 5: Once accepted, the revisions and the date they were accepted and approved shall be published in the next issue of the Guild newsletter. The names of the Bylaw committee shall be published as a footnote to the Revised Bylaws.

Article XI—INDEMNIFICATION

To the extent permitted by law, every person who is or was an officer, committee member, or employee of the Guild shall have the right to be indemnified by the Guild against all reasonable action, suit, proceeding in which she or he may become involved as a party or otherwise by reason of her or his being or having been an officer, committee member or employee of the Guild.

Article XII—DISSOLUTION

The property, assets, profits, and net income of the corporation are irrevocably dedicated to charitable and educational purposes and no part of the property, assets, profits or net income of this Guild shall ever inure to the benefit of any individual.

Upon dissolution or winding up of the Petaluma Quilt Guild, its property, and/or assets remaining after payment of or provisions for payments of all debts and liabilities of the Guild, shall not be conveyed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code of the State of California.

April 2021 Petaluma, CA

2021 Bylaw Committee: Denise Ragozzino, Deborah Loewenthal, Sue Deal, Sharon Johnson, Natalie Garcia, and Jayne Myers

Original Bylaws Adopted: 1993

Previous Bylaw Revisions: 1996, 2001, 2008, 2011, 2014, 2015