

BYLAWS OF THE VALLEY QUILTMAKERS GUILD

Revision 19: 2023

ARTICLE I NAME

Section 1: The name of the organization shall be the VALLEY QUILTMAKERS GUILD, hereafter referred to as the Guild.

ARTICLE II PURPOSE AND LIMITATIONS

Section 1: The purpose of the Guild shall be
To provide the creative atmosphere for each member to expand and develop her/his talents in quilt making and related subjects.

- a. To share knowledge of methods and techniques, and to encourage growth in each member's field of expertise.
- b. To assist in the formation of new guilds or organizations of similar purpose as the need arises.

Section 2: This Guild is a non-profit organization and is not organized for personal profit. No part of the net income shall benefit any individual member, except as 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 (3) categories of membership in the Guild: ACTIVE, LIFETIME, HONORARY.

Section 2: Any eligible person shall become an ACTIVE member of the Guild upon completion of the membership information sheet and payment of membership dues; all ACTIVE members have one vote and receive a copy of the Bylaws which are also available on the website. All new members will receive a hard copy of the Bylaws. Bylaws are also available on the Valley Quiltmakers Guild website.

Section 3: ACTIVE membership in the Guild shall not exceed 300 persons.

Section 4: ACTIVE membership shall be maintained in the following manner:

- a. Attendance at a minimum of three (3) regular monthly meetings per year
- b. Support of and participation in activities required by the membership.
- c. Timely payment of the annual dues. (See Standing Rules "Financial", #1)

Section 5: Honorary Membership is given to a person or business who has displayed outstanding support of the Guild. Honorary membership may be granted by a 2/3 vote of the board. Honorary members are exempt from paying dues.

Section 6: Lifetime membership is awarded to Past Presidents of VQG. Lifetime members are exempt from paying dues. However, purchase of Opportunity Quilt tickets is not optional.

Section 7: The annual dues shall be payable on or before September 1st of each year and shall be delinquent on November 1st of the same year. Any reinstatement of membership after November 1st shall be as space permits.

Section 8: All members of this Guild shall receive the Guild newsletter.

Section 9: Any member who willingly violates the purposes, trust, or limitations of the Guild can be asked to resign by a 2/3 vote of the Executive Board.

ARTICLE IV OFFICERS AND DUTIES

- Section 1: The officers of the Guild shall be: President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, 4th Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Parliamentarian. All officers are elected by the ACTIVE members, in good standing, with the exception of the Parliamentarian, whose appointment is defined in Section 12 of this article. Any elected officer position may be shared by 2 members.
- 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 at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.
- Section 3: The PRESIDENT shall preside at all meetings of the Guild and the Board, appoint all Standing Committee Chairpersons, appoint all committee chairpersons not otherwise provided for, and generally supervise, direct and control the Guild's activities, affairs and officers, subject to the control 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, except the Nominating Committee.
- Section 4: In the absence or disability of the President, the Vice-Presidents, in order of their rank as fixed by these bylaws, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions of the President.
- Section 5: The 1st VICE-PRESIDENT shall represent the Guild at the Southern California Council of Quilt Guilds and shall report to the membership on the activities of the council.
- Section 6: The 2nd VICE-PRESIDENT shall be the Chairperson of the Guild's Program Committee, arranging travel, lodging and meals, when applicable for the guest speakers and shall be responsible for the execution of the Program Committee's duties. The 2nd VICE-PRESIDENT shall submit a calendar of programs for publication in the Newsletter in a timely manner.

- Section 7: The 3rd VICE-PRESIDENT shall be Chairperson of the Guild's Membership Committee. The 3rd VICE-PRESIDENT shall oversee the collection of all dues and visitor fees at the monthly meeting keep the membership roster current, maintain a meeting attendance record and shall be responsible for the execution of the Membership Committee's duties.
- Section 8: The 4th VICE-PRESIDENT shall be chairperson of the Ways and Means Committee. The 4th VICE-PRESIDENT shall be responsible for all fund raising activities at the Guild meetings.
- Section 9: The RECORDING SECRETARY shall keep, or cause to be kept, a book of minutes of all general membership meetings and meetings of the Board. The minutes of the meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at the Board meetings, or the number of members present or represented at the annual meeting.
- Section 10: The CORRESPONDING SECRETARY shall handle all correspondence for the Guild, under the direction of the President. The CORRESPONDING SECRETARY shall maintain copies of all correspondence received or sent by the Guild. The CORRESPONDING SECRETARY shall maintain the information table at the monthly membership meetings.
- Section 11: The TREASURER shall keep and maintain adequate and correct books and accounts of the guild's properties and transactions. The TREASURER shall send to the members and the Board such financial statements and reports as are required by law, by these bylaws or as specified by the Board. The TREASURER shall deposit all money and other valuables in the name and to the credit of the Guild. The TREASURER shall publish the financial status annually and arrange for an annual overview within 3 months of the end of the fiscal year. The TREASURER shall be responsible for the filing of tax reports for the fiscal year in which their term was served. The TREASURER shall

be responsible for preparing a proposed budget, for review by the Board and subsequent presentation to the membership.

Section 12: The PARLIAMENTARIAN shall be appointed by the President, with the approval of the Board, and shall be responsible for supervising the Guild election, chairing the Nominating Committee, chairing any ad-hoc Bylaws Revision committee, advising on parliamentary procedures, interpreting the bylaws when requested and responsible for updating the bylaws when revisions are made.

Section 13: All officers of the Guild (except the 1st Vice President, Recording Secretary and Parliamentarian) are required to submit a budget to the Board annually. One copy of this budget goes to the President and one copy goes to the treasurer. All officers are required to maintain a procedure manual with a list of duties, timetable of events if needed, and suggestions for activities or improvements to be returned to the Parliamentarian when the office is vacated.

ARTICLE V MEETING

Section 1: The Guild shall hold regular monthly meetings.

Section 2: The regular monthly meeting held in September shall be known as the Annual meeting. At this meeting, officers shall be elected and any other proper business of the Guild shall be transacted.

Section 3: Whenever members are required or permitted to vote at a general meeting, written notice in the newsletter and/or email of the meeting shall be given to each member entitled to vote at the meeting as required by California law.

ARTICLE VI THE GENERAL BOARD

Section 1 The General Board, also referred to as the Board, shall consist of all elected officers of the Guild, a chairperson from each Standing Committee and the Parliamentarian.

- Section 2 The Board shall hold monthly meetings, excluding the month of December. Attendance is expected of all Board members or duly authorized Representative at all Board meetings.
- Section 3: Each officer and standing committee chairperson shall have one vote.
- Section 4: An Executive Session may be called by the President in the case of an emergency or arbitration. An Executive Session shall consist of a quorum of elected officers of the Guild and shall be chaired by the Parliamentarian. Decisions made at these sessions shall be binding.

ARTICLE VII STANDING COMMITTEES

- Section 1: Standing Committees of the Guild shall consist of the Chairperson appointed by the President and committee members appointed by the Committee chairperson.
- Section 2: A Committee Chairperson cannot arbitrarily change or omit the duties of their position as outlined in the job description, or by established procedure, without a 2/3 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. Copies to be provided to the president.
- Section 4: All Committee Chairpersons are required to submit a budget to the Board annually. One copy of the budget shall go to the President and the second shall go to the Treasurer.
- Section 5: The Standing Committees of the Guild shall be Membership, Hospitality, Newsletter, Programs, Workshops, Facilities Manager, Ways and Means, Opportunity Quilt, Philanthropy, Publicity and Webmaster, Social Media.
- Section 6. Each officer and chairperson shall post an announcement of events or information in the newsletter except the Recording Secretary and the Parliamentarian who shall post regarding Bylaws and elections at the appropriate times.
- Section 7: The duties of each of the Standing Committees of the Guild shall be as outlined below:

- (A) HOSPITALITY: The Hospitality committee shall arrange refreshments or meetings and have a special committee for:
 - 1. Annual Luncheon
 - 2. December Holiday Party

- (B) NEWSLETTER: The Newsletter Committee shall compile, edit, and distribute 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 members.

- (C) WORKSHOPS: The Workshops Committee shall arrange workshop facilities, collect fees, and supply information on workshops to members. They shall be responsible for arranging transportation and meals for the teacher as needed and supervising the workshop.

- (D) FACILITIES MANAGER: Facilities Manager shall also be responsible for maintaining and continuously updating records of all equipment and articles owned by the Guild, their location, use, warranties, and operating instructions. The Facilities Manager shall also be responsible for coordinating the set-up and takedown of chairs and tables at regular meetings.

- (E) WAYS AND MEANS: The Ways and Means Committee shall assist the 4th Vice-President with all fund-raising activities at Guild meetings

- (F) PHILANTHROPY. The Philanthropy Committee research, oversee, and report to the Board and the general membership on anything relating to the philanthropic efforts of the Guild.

- (G) PUBLICITY: The Publicity Committee shall publicize the events and activities of the Guild as deemed necessary, inform the Guild of current events in the local and national quilting community and report newsworthy items pertaining to the quilt-related achievements of members.

- (H) WEBMASTER: The Webmaster Committee shall be responsible for maintaining the Guild Website.

- (I) MINI-GROUPS: Shall be responsible for coordinating and assisting members in the formation of mini-groups with the Guild and keeping a list of activities mini-groups.

- (J) OPPORTUNITY QUILT MOM will be responsible for keeping records of the quilt's location, ticket sales, and arranging venues as needed and for the displaying of the quilt. An annual subcommittee shall be appointed to be responsible for the design, development and creation of the next opportunity quilt.
- (K) SOCIAL MEDIA Chair shall promote the guild by providing information regarding the goals, activities and social events through a social media presence.

ARTICLE VIII SPECIAL COMMITTEES

- Section 1: Special Committees shall consist of those committees whose functions concern Guild events or business occurring on an annual, irregular or as needed basis.
- Section 2: Chairpersons of Special Committees may be appointed by the President or may volunteer with the approval of the Board. Committee members shall be appointed by the Committee Chairperson as needed.
- Section 3: Job descriptions shall be defined and approved by the Board upon creation of new Special Committees.
- Section 4: Special Committee Chairpersons have no vote at Guild Board meetings.

ARTICLE IX ELECTIONS AND AMENDMENTS

- Section 1: A Nominating Committee consisting of four (4) active members plus the Parliamentarian, totaling five (5), shall be appointed by the President in July of each year to prepare a complete slate of officers for presentation to the membership in August. Additional nominations may be made from the floor in August, providing that prior written consent of the nominee has been obtained. The final slate shall be published in the monthly newsletter prior to the September annual meeting.

- Section 2: Voting shall be by raised hand at the September meeting. Officers are elected by a majority vote of raised hands received.
- Section 3: The term of office for elected officers shall be two years. Officers may be re-elected for a maximum of 4 years. Exception: If a position is not filled an additional term can be granted by 2/3 vote of the Board.
- Section 4: Only active members of the Guild may be elected to an office of the Guild.
- Section 5: Candidates for the office of President of the Guild must have been active Guild members and held a position on the board at least one (1) year prior to their nomination.
- Section 6: Newly elected officers will be installed in October.
- Section 7: Vacancies in any office shall be appointed by the Board for the unexpired term of office.
- Section 8: Bylaws may be amended at any regular meeting by a 2/3 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 business meeting at which the amendment is to be acted upon.
- Section 9: A Bylaws Review 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 fewer than five (5) and no more than seven (7) active members.

ARTICLE X FINANCE

- Section 1: The Guild's fiscal year shall run from July 1st through June 30th. The Guild's budget will be presented to the members in a fiscal year format.
- Section 2: Checks of the Guild must be signed by any two of the following: President, Treasurer, or Recording Secretary.
- Section 3: A Budget Committee consisting of no less than five (5) nor more than seven (7) shall be chaired and appointed by the Treasurer. It shall prepare a budget for review by the Board, prior to fiscal year-end.

Section 4: The General Board shall present a proposed budget, for the upcoming fiscal year, to the membership for their approval no later than the June meeting.

Section 5: Proposed single expenditures of non-budgeted items over one hundred (\$100) shall be presented to the board for approval.

ARTICLE XI AUTHORITY

Section 1: In conducting the affairs of this Guild, the final authority for procedure shall be ROBERT'S RULES OF ORDER – Standard Code of Parliamentary Procedure by Sturgis, wherever applicable and not inconsistent with these Bylaws.

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

- a. A quorum shall be achieved at the regular monthly membership meetings of the guild when 40% of the members are present.
- b. A quorum shall be achieved at the General Board meetings, and at any other meeting of the Guild (with the exception of the regular monthly membership meetings) when 2/3 of the Board members (for Board meetings) or meeting participants (for other meetings) are present.

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

Section 4: All contracts of the Guild, other than speaker's contracts, must be approved by the General Board, and filed with the Treasurer, prior to signature and must be signed by the President and applicable chairperson.

ARTICLE XII DISSOLUTION

Section 1: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

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 fullest extent possible by the provisions of the Nonprofit Corporation Law and the Guild may advance the expenses 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 have the power to 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.

STANDING RULES OF CONDUCT AND PROCEDURE FOR THE VALLEY QUILTMAKERS GUILD MEETINGS

MEETINGS:

The Guild shall hold monthly General Meetings on the second Thursday of the month, unless otherwise announced.

1. The Guild's monthly General Meetings shall be held at the Northridge United Methodist Church, unless otherwise announced. The Northridge United Methodist Church is located at:
9650 Reseda Blvd.
(Corner of Superior)
Northridge, California
2. At the monthly meetings, social time shall commence at 9:00 a.m. The meeting shall be called to order promptly at 9:30 a.m., and shall adjourn no later than 12:30 p.m.
3. No smoking will be permitted at any Guild meeting or function. Proper cell phone etiquette should be observed at all Guild functions.
4. Members are encouraged NOT to bring children to meetings. However, if the need arises to bring a child to a meeting, the attending adult is responsible for keeping the child quiet and well behaved during the meeting. THE CHILD MUST BE SUPERVISED AT ALL TIMES. If the attending adult is unable do so, the child must be removed.
5. Members shall be seated and quiet during the course of a meeting or presentation. All activity tables (e.g., library, workshop, membership) are closed during both the business and program portions of the meetings.
6. Guests are welcome to attend the monthly Guild meetings, as space permits.
7. Members are expected to dispose of their own trash and leave the meeting place neat and clean, obeying all rules and regulations that apply to the meeting.
8. Photography and handling of quilts and others articles at both meetings and special events of the Guild shall be allowed ONLY with prior permission of the owner or guest speaker.
9. Our Standing Policy permits speakers to sell their books, patterns, etc. at General Meetings with 10% of the sales to be returned to the Guild or a contribution to **Ways and Means** **our library** of their quilt-related book.
10. Board meetings are open to any member who may wish to attend. Any business requiring Board discussion should be brought to the attention of the President, or presiding officer, prior to the meeting, for placement on the agenda.
11. Active members may sell items through an ad in the newsletter or on the website once per year.

FINANCIAL:

Annual dues for active members will be \$60. Dues include membership and a fee of \$20 for Opportunity tickets. Members are entitled to attend meetings and functions, access to workshops, the guild newsletter, and all other benefits of membership. Lifetime memberships are awarded to past Presidents, however they are not exempt from the Opportunity Quilt ticket fee.

1. Guest donation shall be \$5.00 per meeting.
2. Late fees for library materials shall be \$1.00 the first month and \$2.00 each month thereafter per item.
3. Fees for workshop participation by the Workshop Chairperson (one) and by those serving as the hostess (providing room & board) for the speakers/teachers shall be waived.
4. Guild dues shall be prorated only for a new member's first year, depending on the quarter in which they join, per the attached table:

January through March	\$50
April through June	\$40
July through September	\$30
October through December	\$60

5. All money collected at any VQG event shall be turned over to the Treasurer.

MEMBERSHIP:

1. The Guild membership roster may NOT be sold or used for commercial purposes. Outdated rosters should be appropriately destroyed when no longer in use.
2. Committee Chairpersons may identify a committee member for each sub-function.
3. Active members shall have precedence over non-members in all Guild activities. Precedence ends one (1) month before the activity. Only active members will be recognized in the voting process.

4. All members are expected to fulfill the requirements of Membership Standing Rules #3 and #4 in order to submit a quilt for consideration for the quilt show.

OFFICES/COMMITTEES:

1. First consideration for the office of Guild Parliamentarian shall be given to the Committee Chairpersons may identify a committee member for each sub-function. to the immediate Past President of the Guild.
2. Committee Chairpersons are expected to identify at least one committee member responsible for each named committee sub-function.
3. The annual committee budgets are due to the Treasurer by the March Board meeting.

AWARDS:

The Silver Thimble award may be granted to individuals by a 2/3 vote of the Board. Silver Thimble winners who are non-members have no vote. No dues are collected from a Silver Thimble award winner for that year.

REVISION HISTORY:

- Nov 1988- Original set of bylaws approved by members
- Aug 1990- Version 1 Revised and presented to membership on August 9, 1990
Passed with corrections.
- Sep 1990- Version 2 Incorporates changes made during review of Version 1.
- Sep 1991- Version 3 Rewrite of Article XII and addition of Article XIII for incorporation. Articles necessary for incorporation and non-profit status. Approved by membership on September 12, 1991.
- Apr 1992- Version 4 Bi-annual review. Revision to facilitate non-profit status and modify Board procedures. Approved by membership on April 9, 1992.

- Feb 1995- Version 5 Bi-annual review. Changes approved by the membership at the General Meeting on February 9, 1995. Revision included Membership changes and addition of a 4th VP.
- Sep 1996- Version 6 Review... corrections approved by the membership September 12, 1996.
- Feb 1997- Version 7 Revision – Changes Article IV Section 2 to read annual “overview” rather than annual “audit” – suggested change by accountant. Approved by membership February 13, 1997.
- June 1997- Version 8 Revision – To reword Article X Section 5. Changes approved by general membership on June 12, 1997.
- Dec 1999- Version 9 Review... revisions by ballot, membership voted December 9, 1999.
- June 2001- Version 10 Revisions to Bylaws voted on and approved by membership June 14, 2001.
- June 2003- Version 11 revisions to Bylaws voted on and approved by membership June 2003.
- Nov 2004- Version 12 Revisions to Bylaws voted on and approved by membership November 11, 2004.
- July 2006- Version 13 Revisions to Bylaws voted on and approved by membership August 10, 2006.
- Sep 2009- Version 14 Revisions to Bylaws voted on and approved by Membership September 10, 2009.
- Dec 2010– Version 15 Revision to Bylaws Standing Rules Membership, #3 (members are required to commit to working a minimum of (2) hours for any fundraising event) voted on and approved by Membership December 16, 2010
- March 2012 Version 16 –Article III - Revised membership categories to remove Inactive Members, and expanded the Sponsor category to Sponsors and Sponsor Members. Article IV Section 10, Changed Guild Bulletin Board to information table. Article VII Section 5(A)3 – Removed creating a telephone tree. Section 5(C) - Changed Show and Tell to

Show and Share. Financial 1 – Changed annual guild dues to match revised membership categories.

June 2014 - Revisions 17 to Bylaws voted on and approved by membership

Aug 2016 Revisions 18 to various revisions to Bylaws and Standing Rules. Emphasis on Opportunity Quilt requirements, Silver Thimble definition, elimination of Report along with the Budget Recommendations.

June 2018 Changed the categories of membership by eliminating “Silver Thimble” and “Guild Supporter”. Silver Thimble was moved to a new section in Standing Rules, entitled “Awards.” Guild Supporter was eliminated and it is proposed that the Guild develop a new set of advertising guidelines for all those who wish to promote services to VQG members, including but not limited to the new website, the monthly newsletter, etc. Clarified that officer positions can be shared by more than one person. Clarified that the budget is to be presented to the membership in September for approval. Standing Rules were updated regarding the amount of dues which now includes the fact that each member receives 24 Opportunity Quilt tickets as part of the benefits package; changing the guest fee to \$5; and changing the proration of dues from monthly to quarterly and clarifying that only new members to the Guild receive prorated dues.

Oct. 2021 Clarification to having the budget presented in the format of a Fiscal Year was decided. Lifetime membership is awarded to Past Presidents of VQG. It is still emphasizing that Lifetime members have the option of not paying dues. However, it is still not an option to opt out of the purchase of Opportunity Quilt tickets. Active members will annually pay \$60 for membership of \$40 dues and a \$20 fee for Opportunity tickets. Members are entitled to attend meetings and functions, access to workshops at a reduced fee, the guild newsletter, and other benefits of membership. Lifetime memberships are given to past presidents, but they are not exempt from the Opportunity Quilt tickets.

July 2022 Version 20 Revisions: Standing Committees added Social Media and deleted Memberships and Programs and their descriptions. Requirement for co-chairs amended to suggestion. Committee budgets due to treasurer moved from June to March. Requires all money go to treasurer and changes way members may sell items in guild. Various items reworded for efficiency. Approved by the membership -