

## RESTATED BYLAWS FOR VILLAGE QUILTERS GUILD

### ARTICLE I. Name

The name of this organization shall be Village Quilters Guild.

### ARTICLE II. Objective

The objective of this organization is to promote the appreciation of quilts, to encourage quilt making and collecting, to further the growth of quilt education, and to provide a social structure whereby quilt lovers can share ideas and friendship.

The purpose for which the corporation is organized are exclusively charitable, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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. Members

The membership of this organization shall be open to anyone who has an interest in quilts and is willing to support the objectives of the organization. A member in good standing is one who has paid the required dues and fulfilled other obligations as outlined in these Bylaws.

#### Section 2. Fiscal and Operational Year

The fiscal year of the organization shall begin on August 1 and end on July 31 of the following year.

In addition, the organization shall have an operational year during which general meetings of the membership may be held. The operational year shall commence on July 1 and end on June 30 of the following year.

#### Section 3. Dues and Fees

Members shall pay annual dues at the beginning of each operational year, the amount to be set yearly by the Board of Directors. New members shall pay an additional fee at the time of their initial membership and will receive a guild pin. Those joining after February 1 shall pay one-half of the annual dues.

Members who pay a fee for an organizational event will not be entitled to a refund if such cancellation obligates the organization financially. Special programs requiring a fee to be paid from the treasury must be approved in advance by the Board of Directors.

Village Quilters shall maintain a yearly membership in the Southern California Council of Quilt Guilds (the "SCCQG") in order to maintain a liability insurance policy through that organization, subject to review by the Board of Directors on a yearly basis.

#### ARTICLE IV. Leadership

##### Section 1. Board of Directors

The organizational leadership will consist of the Executive Directors as specified in this Section and the Chairs of all existing committees, and together they will be designated the Board of Directors.

There shall be seven Executive Directors including a President (which shall be the Chair), Secretary, Treasurer, Membership Chair, Newsletter Chair, Programs Chair, and Ways and Means Chair, all of whom will be chosen by a nominating committee. The nominating committee will be composed of volunteers from the general membership. The Board of Directors will meet in those months in which a regular membership meeting is held. These meetings are open to the general membership.

Any candidate for a position on the Board of Directors must currently be a member in good standing.

The Board of Directors shall have authority to establish such additional committees as may be determined by the Board of Directors or as desired by the membership.

##### Section 2. Functions and Duties of Executive Directors

a. President: shall preside over membership meetings and meetings of the Board of Directors. The President will have general supervision of all organization business and be a member ex-officio of all committees except the Nominating Committee and will be responsible for appointing a substitute to lead the Board of Directors or membership meetings in her/his absence.

b. Secretary: shall keep an accurate record of all Board of Directors Meetings and the Annual General Membership Meeting. The Secretary shall be responsible for all correspondence and for maintaining copies of all legal documents.

c. Treasurer: shall handle all incoming and outgoing funds for the organization and present a report at each regular Board meeting as well as periodic reports to the membership. All disbursements for non-budgeted

expenses will require the approval of two Board members. The organization's financial records will be subject to an annual audit in the month following the end of the operational year by an independent auditor to be selected by the Board. The Treasurer shall also prepare and file all necessary tax returns with the appropriate agencies.

The Treasurer is responsible for preparing the proposed budget for the Board's approval and subsequent presentation to the membership. The Treasurer will also be responsible for maintaining our membership in, and liability insurance through, SCCQG by reporting the annual membership number and paying the appropriate dues and assessments.

d. Membership Chair: shall collect dues, maintain membership records, issue membership cards, distribute information folders to new members, maintain an accurate and up-to-date roster (including supplements as needed), maintain an email database of all members, send email blasts regarding guild business, and perform any other duties that the office requires.

e. Newsletter Chair: shall assemble committee reports, other news items, and advertisements for inclusion in a newsletter to be distributed to all members in advance of each regular monthly meeting.

f. Programs Chair: shall be the primary contact for arranging all programs, speakers and workshop instructors. The Programs Chair will be responsible for executing contracts with speakers and shall preside over the program portions of the General Meetings.

g. Ways and Means Chair: shall be responsible for suggesting and coordinating projects which will provide financial means for the Guild to support its philanthropy projects, speaker engagements, workshops and other guild efforts.

### Section 3. Length of Office

The President and the Treasurer shall each serve for a two year term. Other members of the Board of Directors will serve for one year. All terms will be concurrent with the operational year. The Treasurer may not serve consecutive terms unless authorized by a vote of the membership. Nominations for the Board of Directors will take place two months prior to the end of each operational year and will be presented to the membership in the last month of the operational year for approval by a majority vote of those present at that meeting.

### Section 4. Vacancies

Vacancies in the office of President and Treasurer will be filled by a nominating committee and confirmed by a vote of the membership at the next regularly scheduled

meeting. Other vacancies on the Board of Directors will be filled by appointment by the President.

#### Section 5. Voting

The Board of Directors shall have the power to vote on all business of the organization, including approving expenditures of guild funds. Members of the Board of Directors are expected to attend all Board of Directors meetings. When multiple people share one Board position (co-chair or committee), the position holds ONE vote.

#### Section 6. Quorum

A quorum of the Executive Directors must be present to transact business. A quorum will be a majority of the Executive Directors. At any time the Executive Directors consist of an even number of members, the voting power of the President will be suspended except for the purpose of breaking a tie vote.

### ARTICLE V. Other Meetings

#### Section 1. General Meetings

A meeting of the general membership shall be held once each month from September through June. A guest donation will be requested from all non-members after two free visits. All visitors will pay a guest fee for National speakers. The suggested donation will be set by the Board of Directors.

A portion of the General Meetings shall be set aside for the conduct of guild business such as reports, announcements, and matters requiring membership approval.

The last meeting of the operational year shall be considered the Annual General Meeting and have as its main purpose the election of the Board of Directors for the next operational year. Voting shall be made by voice vote unless a member shall request an alternative form at least 15 days in advance of the Annual General Meeting.

A majority of the membership present at any meeting shall be sufficient to approve motions made and seconded.

#### Section 2. Programs by Members

Nonprofessional guild members engaged to lecture or teach shall receive a nominal fee determined by the Board of Directors.

### ARTICLE VI. Dissolution

Dissolution of the organization will be by majority vote of the membership. All assets of the group will be donated to nonprofit organizations designated by the Board of Directors and approved by the membership.

ARTICLE VII. Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the organization by a majority vote of the membership present at the meeting, provided that the amendment has been submitted in writing at least ten days previous to being voted on by the membership.

ARTICLE VIII. Miscellaneous

Standing rules may be adopted at such time as they seem necessary. They may be amended or deleted by a majority vote of the membership present at any meeting.

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Adopted and approved by General Membership – 4/10/2021