

VALLEY OAK QUILT GUILD

BYLAWS

Revised August 13, 2015

ARTICLE I: ORGANIZATION

The name of this organization shall be the Valley Oak Quilt Guild, and it is a non-profit organization in the State of California.

ARTICLE II: PURPOSE

The purpose of this guild is to preserve and continue the traditions, culture, and history of quilting, and promote fellowship among interested persons in all aspects of quilting.

ARTICLE III: MEMBERS

Section A: Membership shall consist of anyone who is interested in quilts and shall be admitted upon payment of annual dues.

Section B: Classification of members.

1. **Active members:** An active member shall participate in and support the projects and activities of the organization, have the privilege of voting and holding office, receive a regular newsletter and pay annual dues.
2. **Affiliate members:** Places of business, community organizations or individuals wishing to support the organization may be affiliate members. Upon joining, the affiliate member shall have a write-up in the newsletter and thereafter shall be named in the roster and brochures. They shall pay annual dues and will receive the regular newsletter. They shall not hold office or constitute any portion of the quorum.
3. **Charter members:** Anyone who joined and paid dues by or on December 31, 1985 shall be considered a charter member and shall be exempt from paying dues.
4. **Honorary members:** Lifetime honorary members are selected by the Board for their outstanding contribution to the purpose of this organization.
5. As a requirement of guild membership, each member is required to purchase a minimum number of tickets for the Opportunity Quilt, and the ticket fee is collected at the time dues are paid.
6. Expulsion: The membership of any member who:
 - a. engages in the theft of the property of the organization or of its members or,
 - b. uses the name of the organization with intent to defraud,
 - c. through their actions or inactions adversely affect the guild.

shall automatically terminate at the end of a thirty-day period, provided such member was given a fifteen-day prior written notice of termination. The notice shall state the reason for the termination and give the member a timely opportunity to be heard. The notice shall be delivered personally to the member or sent by registered mail to the last address of such member as in writing and shall occur not less than five days before the effective date of termination. The hearing shall be of five randomly selected voting

members of the organization, and as advisors only the President, Secretary and the Parliamentarian of the organization. The hearing shall be presided over by the President, and conducted as defined in Robert's Rules of Order, Newly Revised. The committee conducting the hearing shall conduct the hearing in good faith and in reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

ARTICLE IV **OFFICERS**

- Section A:** The officers of the organization shall be the President, Vice President, Secretary, Treasurer, Parliamentarian, and two elected Members at Large.
- Section B:** Nominations will be published in the newsletter before the November meeting. The election will take place at the November meeting and the new officers will take office at the close of the December meeting. The President and Vice President shall serve no more than two terms in succession. The maximum number of terms the Secretary and Treasurer shall serve is three (3) years.
- Section C:** In the event of a vacancy in any office, the Board shall nominate at least one candidate to fill the office and the vacancy shall be filled at the next regular meeting or at a special meeting called for that purpose.
- Section D:** No cause of action shall arise against any person serving as a director or officer of this organization on account of any negligent act or omission occurring
1. Within the scope of that person's duties as an officer acting in an official capacity;
 2. In good faith;
 3. In a manner that person believes to be in the best interest of the organization; and
 4. Is in the exercise of his or her policy-making judgment.

ARTICLE V: **DUTIES**

- Section A:** The **President** shall:
1. Preside at all meetings of the organization and shall be chairperson of the Board.
 2. Be ex-officio member of all committees except the Nominating Committee.
 3. Be authorized to sign checks of the organization.
- Section B:** The **Vice President** shall:
1. Be responsible for planning a new member orientation at least once a year.
 2. In the absence of an officer, the Vice President shall serve in that office and perform such duties assigned to that office.
- Section C:** The **Secretary** shall:
1. Record the minutes of the regular, special and Board meetings, and send them to the newsletter editor for publication in the next month's newsletter.
 2. Be in charge of correspondence, incoming and outgoing, given to her by the Board.
- Section D:** The **Treasurer** shall:
1. Be the financial officer of the organization.

2. Be in charge of the general care and custody of all the funds of the organization.
3. Collect and disburse the funds of the organization and of the general membership.
4. Each month send a financial report to the newsletter editor for publication in the next month's newsletter.
5. Assist in preparing an annual budget for discussion and approval by the Board and send the finalized budget to the newsletter editor for publication in the February newsletter.
6. Cause an annual audit to be made.
7. Be authorized to sign checks of the organization.

Section E: The **Parliamentarian** shall be the Past President of the organization and shall:

1. Assure the proper parliamentary procedure is followed at all meetings.
2. Be chairperson of the Nominating Committee.

Section F: The **Members at Large** shall

1. Serve as the liaison between the Board and the general membership.
2. Report to the Board the concerns of the membership.

ARTICLE VI: NOMINATION AND ELECTION

Section A: The Parliamentarian shall serve as chairperson of the Nominating Committee. Two members from the active membership shall be selected by the Parliamentarian to serve on the nominating committee. No nominating committee member shall serve more than two consecutive years.

Section B: The Nominating Committee shall present a single slate of candidates for office at the October general meeting. Prior service of at least one year on the Board is desirable for holding the office of President. Additional nominations, with the consent of the nominee, may be made at the October meeting. The slate of officers shall be finalized at the October meeting. The slate of officers shall then be published in the November newsletter.

Section C: Election shall be by voice vote at the November meeting unless there is more than one nomination for office. In the event of more than one nomination, the Nominating Committee chair shall prepare a ballot and voting shall be written.

ARTICLE VII: MEETINGS

Section A: Meetings shall be held monthly at a time and place designated by the Board.

Section B: A quorum shall be twenty-five percent of the voting members.

Section C: There shall be no proxy votes.

ARTICLE VIII: DUES

1. The amount of the dues shall be recommended by the Board and voted on by the general membership. All continuing members shall pay the full amount.
2. New members joining in September or later shall pay 40 percent of the original dues amount.
3. Annual dues shall be paid on or before the February meeting for inclusion in the Membership Directory.

ARTICLE IX: BOARD

Section A: There shall be a Board consisting of the elected officers.

Section B: Four members shall constitute a quorum of the Board.

Section C: The Board shall have general supervision of the affairs of the organization between its business meetings, fix the hour and place of meetings, make recommendations to the organization and shall perform such other duties as specified in these bylaws. The Board shall be subject to the orders of the organization, and none of its acts shall conflict with action taken by the organization.

Section D: Unless otherwise specified by the Board, the regular meetings of the Board shall be held once each quarter. Special meetings may be called by the President and shall be called at the request of three members of the Board or ten members of the organization.

ARTICLE X: COMMITTEES

Section A: The committees shall be: Komforters for Kids, Hospitality, Information Management, Membership, Newsletter, Nominating, Opportunity Quilt, Opportunity Quilt Ticket Sales, Philanthropic, Program, Publicity, and SCCQG Council Representative. These committees shall be activated as the need arises.

Section B: The term of office for each committee expires on December 31 of each year. All chairpersons shall maintain files, records, and a procedures manual and shall deliver this packet of information to their successors by the first board meeting in the new year.

Section C: The President, with the approval of the Board, appoints all committee chairpersons except the Nomination and Program Committees.

Section D: Committee responsibilities are as follows:

1. The **KOMFORTERS FOR KIDS COMMITTEE** (Community Service Project) shall:
 - a. Oversee and help with the preparation of quilts which will be distributed to children in need.
 - b. Attend public events with the Komforters for Kids project to promote this project of the guild.
 - c. Work with the various law enforcement and other agencies for distribution of the quilts
2. The **HOSPITALITY COMMITTEE**
 - a. Membership will be determined by the incoming president based on availability and needs of members.
 - b. Food shall be provided each month by those members having a birthday that month.
 - c. Be in charge of supplies, set up hostess table with food supplied by members, prepare liquid refreshments, and clean up the hostess area at the end of the meeting.
5. The **MEMBERSHIP COMMITTEE** shall
 - a. Be responsible for reporting any membership changes to the Information Management Committee.
 - b. Oversee the distribution of the Membership Directory.

- c. Be responsible for a sign-in sheet at each general meeting.
 - d. Work with the vice president to host a new member orientation.
 - e. Work with appropriate Board members to keep an up-to-date new member brochure.
6. The **PROGRAM COMMITTEE** shall
- a. Work with the Vice President to plan, coordinate and recommend to the Board programs for the year.
 - b. Coordinate with program presenters to sign contracts before the program date and ensure that appropriate billing procedures are followed by the program committee chair, the treasurer, and the presenter
 - b. Publicize the workshops to encourage participation by the membership.
 - c. Notify the Publicity, Information Management, and Newsletter Committees of needs related to their duties.
7. The **NEWSLETTER COMMITTEE** shall:
- a. Edit and publish a regular newsletter to members and subscribers.
 - b. Notify members of regular organization meetings and special events through the newsletter.
 - c. Oversee the distribution of the monthly newsletter via the Web or U.S. Mail. Members wanting a newsletter mailed to them will need to provide 12 self-addressed envelopes to the Newsletter Committee in December.
8. The **OPPORTUNITY QUILT COMMITTEE** shall
- a. Plan and coordinate a quilting project for the organization.
 - b. Work with the Opportunity Quilt Ticket Committee to have the quilt at various events to promote the sale of tickets.
 - c. Organize quilters to work on the quilt at various events until the quilt is completed.
9. The **OPPORTUNITY QUILT TICKET COMMITTEE** shall
- a. Oversee the preparation of tickets to be sold for the Opportunity Quilt.
 - b. Organize activities throughout the year at various events to sell Opportunity Quilt tickets.
10. The **PHILANTHROPIC COMMITTEE** shall:
- a. Select the scholarship recipient(s) each year.
 - b. At the September meeting solicit the names of charitable organizations from guild members to use in selecting a recipient of the philanthropic monies.
 - c. At the October meeting, conduct a vote by ballot, count the votes, and report the outcome to the membership.
 - d. Work with the treasurer to distribute the funds in January after the annual audit is complete.
11. The **PUBLICITY COMMITTEE** shall
- a. Plan, coordinate, and disseminate publicity regarding meetings, philanthropic activities, and special events of the organization.
 - b. Edit and publish brochures and booklets for exhibits.
12. The **SCCQG COUNCIL REPRESENTATIVE** shall
- a. Communicate with and facilitate communication between the guild and the Southern California Council of Quilt Guilds.

- b. Report to the Board any pertinent information regarding insurance and other items relative to the business of the guild.

13. The **Information Management Committee** shall:

- a. Maintain an accurate database of the members of the Valley Oak Quilt Guild.
- b. Prepare the annual Member Directory for distribution by the Membership Committee.
- c. Prepare the new member brochure making changes as directed by the Board.
- d. Prepare the membership cards for distribution by the Membership Committee.
- e. Prepare membership renewal reminders.
- f. Provide a membership check off list to a committee chair that needs one for the business of the Guild.

ARTICLE XI: PROJECTS/ACTIVITIES

The guild shall sponsor and promote various projects or activities throughout the year which will serve to promote the purpose of the guild. These projects include, but are not limited to:

Block of the Month, Big/Little Quilt Sale, Challenge Quilt, Fabric Club, Fat Quarter Drawing, Fair, Mystery Quilt, Orphan Quilt(s), Show and Tell, Special Events (bus trips/retreat) Sunshine, Theme Quilt and Web Site.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE XIII: AMENDMENT OF BYLAWS

These bylaws can be amended at any regular meeting of the organization by a two-thirds vote of the active membership present, provided the amendment has been submitted in writing at the previous meeting.

Filename: Bylaws, VOQG, Adopted 8-13-2015.doc / Computer of Jenny Glass

Committee: Jenny Glass, Dyanne Cox, Jerry Hanson