

BY-LAWS OF FLYING GEESE QUILTERS GUILD

A California Nonprofit Public Benefit Corporation

ARTICLE I: NAME

The name of this corporation shall be the FLYING GEESE QUILTERS GUILD, hereafter, the Guild.

ARTICLE II: PURPOSE AND LIMITATIONS

Section 1: The purpose of the Guild shall be:

- A. To promote cooperation and exchange of ideas among those persons interested in or engaged in quilting.
- B. To further the education and skill levels of the members of this Guild.
- C. To preserve the heritage of quilt making and promote quilt-related activities.

Section 2: The Guild is not organized for personal profit. All activities of the Guild shall be conducted in such a manner so that no part of the net income shall benefit any individual member except that a member may be hired as a principal lecturer/teacher or for a similar short-term assignment by the Executive Board.

Section 3: No substantial part of the activities of the Guild shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The Guild shall not participate nor intervene in any political campaign on behalf of any candidate for public office nor for or against any cause or measure being submitted to the people for a vote. The Guild shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Section 4: In the event of dissolution, any and all properties owned by the Guild shall be distributed only to organizations which qualify as nonprofit under the Internal Revenue Service code, and as the Executive Board shall select as recipients.

Section 5: Definitions:

- I. Executive Board: The Elected Officers and Standing Committee Chairs.
- II. Quorum: A quorum is 33 1/3 percent of the members residing in Orange County. To approve a change in the bylaws or to elect

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officers, a 2/3 majority of the quorum number is required and the following conditions must be met:

A quorum must be present

A 2/3 majority of the quorum number must vote in favor.

Section 6: Proceedings and activities for the Guild, such as minutes, notebooks, reports, and all documents are the property of the Guild.

ARTICLE III: PRINCIPAL OFFICE

Section 1: The principal office for the transaction of the business of the Guild shall be the Guild's post office box. The address of the current Guild President will be used when a post office box address cannot be used. The principal place of business may be changed from time to time and other places established by actions of the Executive Board.

Section 2: The Executive Board may at any time establish branch or subordinate offices at any place or places where the Guild is qualified to do business. Rather than using personal member addresses, a postal box shall be maintained for correspondence, banking, and billing transactions.

ARTICLE IV: MEMBERSHIP

Section 1: Membership of the Guild is open to anyone.

Section 2: The membership year shall be from Feb. 1 through Jan. 31.

Section 3: Membership annual dues shall be established by the Executive Board and be submitted to the membership for approval by majority vote.

Section 4: The Executive Board is authorized to establish an appropriate numerical limitation on the size of the membership in order to sustain an effective organization.

Section 5: An Honorary Lifetime membership is extended to all past Presidents of the Guild, and may also be extended to those persons so approved by the Board.

ARTICLE V: OFFICERS AND DUTIES

Section 1: The elective officers of this Guild shall be: President, First Vice President, Second Vice President, Secretary, and Treasurer, and shall constitute the Officers of the Executive Board.

Section 2: The Officers of the Executive Board shall have the authority to transact any and all necessary business between meetings.

Section 3: An Elected Officer of the Guild may be removed from the board, with or without cause, by a majority vote of the Elected Officers and Standing Committee Chairs during a duly constituted board meeting. A duly constituted board meeting can be scheduled at any time. All members of the board must be notified and minutes taken. This may occur by physical meeting, phone, or other electronic device.

Section 4: The President shall:

- A. Preside over the Guild and Board meetings.
- B. Coordinate relationships between committees.
- C. Appoint committee chairmen of standing committees and special committees.
- D. Serve as an ex officio member of all committees, except the Nominating Committee.
- E. Maintain the Master Activity Calendar, which includes a calendar of filings and fees.
- F. Chair, as immediate past president, the committee in charge of making a quilt for the current year's President. Sufficient funds will be allocated in the budget to cover expenses. Traditionally the Flying Geese block design is displayed on the quilt top.
- G. Review all monthly banking and financial information.

Section 5: The First Vice President (Current Year Programs and Workshops) shall:

- A. Perform duties of the President in her/his absence.
- B. Arrange local travel for the speaker.
- C. Confirm speaker needs at meetings. Get speaker to and from meeting.
- D. Help with speaker set-up at meeting. Arrange speaker payment.
- E. Introduce speaker at meeting.
- F. Write up current speaker lecture information for the newsletter.

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- G. Coordinate with the Workshop Committee Chair and 2nd V.P.

Section 6: The Second Vice President (Future Programs) shall:

- A. Perform duties of the First Vice President in her/his absence.
- B. Arrange for Guild meeting speakers and workshops for following years with the approval of the Executive Board.
- C. Assist with the signups for the current year workshops at the Guild meetings.
- D. Collect payments for workshops.
- E. Send write ups of speaker lecture and workshop information for the upcoming year to the website and web mailing positions.

Section 7: The Secretary shall:

- A. Record minutes of Guild and Executive Board meetings.
- B. Maintain a copy of the most current Standing Rules and Bylaws in permanent records.
- C. Conduct correspondence of the Guild.
- D. Keep a permanent record and be custodian of all minutes of the Board and membership meetings
- E. Submit the minutes from both the General and Board meetings for proofing to the President within one week of the meetings for approval.
- F. Obtain the President's signature on the approved minutes before presenting them to the to the Board or Guild.

Section 8: The Treasurer shall:

- A. Be a member of Flying Geese Quilters Guild for at least two years and have experience using computer software to keep financial records. The treasurer will be encouraged to use the software provided by the guild.
- B. Record and maintain financial transactions, records of the Guild, and tax filings.
- C. Chair the Budget Committee and present the budget.
- D. Sit on the Fundraising Committee and provide financial oversight to the committee chairman of Fund-Raising/Special Event Committees.
- E. Be responsible for payment and acquisition of Guild insurance policy coverage, including Certificates of Insurance and Binders for special activities.
- F. Use the Guild postal box address as the business address for all mailings.

- G. Provide all current banking and financial information to the President on a monthly basis and make deposits within one week.

ARTICLE VI: DUTIES OF STANDING COMMITTEES AND APPOINTED CHAIRMEN

Section 1: The purpose of Standing Committees is to facilitate the organizational, educational, and philanthropic activities of the Executive Board. Standing Committee functions are reviewed and approved by the Executive Board annually. The Bylaws and Committee Chairmen often have broad fiscal responsibilities. Committee Chairmen are appointed by the President with the advice of the Executive Board Officers.

Section 2: Committee members are selected by the Chairmen. With the exception of Special Event Chairmen, Committees usually consist of two to seven members. Following are Guild Standing Committees:

- Budget Committee
- Membership Committee
- Fundraising/Special Event Committees
- Community Education Committee
- Newsletter Committee
- Philanthropic Committee
- Parliamentary Committees
- Workshop Committee

Section 3: The Budget Committee shall:

- A. Be chaired by the Treasurer.
- B. Prepare the next year's budget for the operation of the Guild's activities on an annual basis.
- C. Present the budget for approval by the Board no later than the November Board Meeting.
- D. Publish the proposed budget in the newsletter following the Board Meeting at which it was approved.
- E. Present the budget to the membership for approval no later than the December general meeting.
- F. Consist of a minimum of 6 members, of which at least 2 having been guild members for 2 years.

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Section 4: The Membership Committee shall:

- A. Be chaired by the Membership Chairman.
- B. Keep membership records updated monthly. Backup current records monthly.
- C. Oversee membership renewals and new membership.
- D. Greet and register members and guests at the Guild's meetings.
- E. Publish Guild membership directory, provide a copy of membership directory annually to each member and provide new members with a copy of the Bylaws.
- F. Work with the Friendship Group Chairman to coordinate the formation of Guild Friendship Groups and maintain a list of when and where they meet.

Section 5: Fundraising/Special Event Committees are formed to provide quilt shows, quilt auctions, quilt-top auctions, anniversary parties, Guild challenges, National Quilting Day celebrations, and other special activities designated by the Executive Board. Fund-Raising/Special Event Committees shall:

- A. Be chaired by a Chairman appointed by the President and approved by the Officers of the Executive Board. The Chairman of each event shall submit a budget for approval by the Executive Board.
- B. Conceive and coordinate fundraising activities of the Guild under the direction of the Executive Board.
- C. Be considered Standing Committees with voting privileges once the chair is appointed.

Section 6: The Community Education Committee shall:

- A. Be chaired by the Community Education Chairman

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- B. Coordinate with community organizations to provide activities that promote the heritage of quilting, the art of quilting, and other quilt-related endeavors.
- C. Coordinate Guild sponsorship of monetary awards for quilt-related competitions as approved by the Board.

Section 7: The Newsletter Committee shall:

- A. Be chaired by the Newsletter Editor.
- B. Coordinate the writing and publishing of the monthly newsletter to members, advertisers, and other quilt organizations, as requested.
- C. Have discretion over articles that are published in the newsletter with the approval of the President.

Section 8: The Philanthropic Committee shall:

- A. Be chaired by the Philanthropy Chairman.
- B. All Philanthropic, quilt related activities will be administered by the Philanthropy Committee.
- C. Identify and Coordinate other philanthropic activities that may include the making and donation of finished quilts or other similar projects for community organizations with board approval.
- D. Investigate potential quilt-related, non-profit, tax exempt, charitable organizations to be considered as possible recipients of the funds raised by special philanthropic events. Organizations to be considered will be selected from suggestions presented by the Board and approved by the general membership.

Section 9: The Parliamentarian shall:

- A. Direct the Executive Board and membership in accordance with Guild Bylaws and Standing Rules and Robert's Rules of Order.
- B. Convene the first meeting of the Nominating Committee at which time a new chair may be appointed by the president. Then the Parliamentarian may withdraw from the committee if she/he wishes. Maintain a record of the nomination slate, the date approved by the general membership, and changes in the Executive Board Officers appointed due to vacancies.
- C. Chair a Bylaw Review Committee every two years and make revisions as deemed necessary. Have changes approved by the membership.

Section 10: The Workshop Committee shall:

- A. Be chaired by the Workshop Chair..

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- B. Take workshop signups during Guild meetings, present information regarding future workshops, and sell seats to workshops .
- C. Collect payments for workkshops.
- D. Get speaker to and from workshop.
- E. Print participant name tags.
- F. Arrange lunch for the speaker.
- G. Write up current workshop information for the newsletter.
- H. Coordinate with the 1st V.P. regarding speaker needs.
- I. Find locations for the next year's workshops.

ARTICLE VII: MEETINGS

Section 1: A general membership meeting will be held monthly, at a date and time set by the Executive Board.

Section 2: To conduct business at a general membership meeting, a quorum of the membership must be present. To qualify as a business meeting, a quorum is met by having in attendance 33 1/3 percent of the paid membership residing in Orange County, California.

Section 3: Whenever applicable and not inconsistent with Standing Rules and these Bylaws, a general membership meeting shall be conducted according to Robert's Rules of Order.

ARTICLE VIII: ELECTIONS

Section 1: The term of office for elected officers shall be from February through January.

Section 2: Election of Guild officers shall be every January and conducted as follows:

- A. Not later than October of each year, the Nominating Committee shall be appointed by the President with the following representatives:
 - 1. The Parliamentarian, who shall serve as Chairman.
 - 2. Two members of the Executive Board.
 - 3. Three members from the Guild membership.
 - 4. The President may not serve on the nominating committee.
- B. Members of the Nominating Committee shall understand that they are not eligible for nomination as executive officers.
- C. The Nominating Committee shall be appointed by October to select a complete slate of officer candidates.

- D. The slate of officer candidates will be presented to the Guild membership at the December general meeting, after which the election will take place in January.
- E. Additional nominations may be made from the floor with the written consent of the nominee.
- F. Candidates for the office of President must have been an active member of the Executive Board for at least one (1) year prior to their nomination.
- G. Election of officers will be held after the slate has been presented and nominations from the floor have been closed.
- H. Voting shall be by ballot or acclamation.
- I. In the case of resignation, vacancies may be filled by President's appointment.

ARTICLE IX: CHANGE OF BYLAWS AND STANDING RULES

- A. Any proposed change to the Bylaws and Standing Rules shall be made in writing to the Executive Board one month prior to a general meeting.
- B. The proposed change will be published in the following newsletter and presented to the general membership.
- C. A change in the Bylaws must be approved at the next consecutive meeting by a 2/3 vote of the members present, provided a quorum is met. A change in the Standing Rules may be approved by a simple majority at the next consecutive meeting.
- D. In the event a quorum is not present at the next consecutive general meeting, the Board will decide whether changes will be ratified by e-mail or at the next general meeting.
- E. Any change of the Bylaws and/or Standing Rules requires that Bylaws text be revised to reflect such change.

STANDING RULES

- I. General Meetings
 - A. Meetings will be held monthly, time and place as designated by the Executive Board.
 - B. Members should be prepared to show their current membership card and must check in at the membership table.
 - C. Guests are welcome. There will be a \$5.00 guest fee.
 - D. There is NO SMOKING at any time.
 - E. Permission must be obtained from the guest speaker prior to using any photography or recording devices during the presentation of her/his quilts.

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- F. In order for everyone present to be able to enjoy themselves and hear the speaker, members and guests must remain quiet and attentive during the meeting.
- G. Cellular phones are to be silenced during all meetings.
- H. When a current or former member passes away a donation will be made to a quilt related organization in their name in an amount specified by the board.

II. Equipment

- A. The Guild shall maintain a postal box as a permanent mailing address. It is the responsibility of the President to distribute keys to the postal box as she/he deems appropriate.
- B. Permission to reproduce the Guild logo in any form by anyone requires written permission of the Executive Board. All rights to the logo remain the property of the Guild. The letter granting permission must be signed by the President and Secretary.
- C. All Guild equipment currently not in use shall be maintained in the Guild storage unit and overseen by the President.

III. Membership

- A. The membership year shall be from February 1 to January 31.
- B. The Guild membership list may not be used for commercial purposes.
- C. The established yearly dues will be \$40.00. Dues will be prorated to \$20.00 for anyone joining between August 1 and January 31.
- D. Name tags are to be worn at each general meeting.
- E. The President has the executive privilege of inviting "guests of the Guild" to general meetings at no fee.
- F. A membership directory will be published annually.

IV. Executive Board

- A. Executive Board meetings shall be held monthly at a regularly established time and shall be conducted in accordance with Robert's Rules of order.
- B. Executive Board members are expected to attend Board meetings.
- C. If any Elected Officer cannot attend the Board or General Meetings, they should contact the President and the President will arrange the Elected Officer's replacement for the meeting(s).
- D. Standing Committee Chairs must arrange a replacement in case of absence from Board Meetings.

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- E. All Officers Committee Chairmen are to maintain and update a yearly procedural notebook to be passed on to their successors.
 - F. Authorized expenses are:
 - 1. Use of a personal car for Guild business, which shall be reimbursed as per current I.R.S. allowance.
 - 2. Expenses approved in the current budget or by vote of the Executive Board.
 - G. Reimbursements from the Treasurer are to be by itemized receipts attached to a reimbursement form. The Guild may pay membership dues on a yearly basis to the Southern California Council of Quilt Guilds and AQS.
 - H. Each member of the Executive Board shall have (1) vote. In the case of a co-chaired position there will be only (1) vote.
 - I. The Guild may make charitable donations to approved organizations as long as the Guild's net income and expenses in the current year, and the amount donated, does not exceed the difference between the income and expenses of the current year. An exception to this standing rule will be made in the event of dissolution of the Guild, as described in Article II, Section 4.
- V. Newsletter
- A. A newsletter will be published monthly for the benefit of the members.
- VI. Hospitality
- A. The Guild will provide refreshments at each meeting.
 - 1. Paper supplies and beverages will be purchased with Guild funds.
 - 2. Guild members will be solicited to provide the snacks as directed by the Hospitality Committee.
- VII. Programs and Workshops
- A. Cost of the speaker's meal, pre- or post-program, will be paid with Guild funds.
 - B. Contracts made with teachers and lecturers must be explicit as to:
 - 1. Fee for lecture and/or workshop.
 - 2. Additional fees.
 - 3. Cancellation privileges.
 - 4. Time limits.
 - 5. Travel arrangements such as airfares and ground transportation.

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6. Housing and dining provisions.
 7. Use of photographic and recording equipment; and
 8. Any required equipment (quilt frames, etc.)
- C. Workshops with low sign-ups may be canceled by the Executive Board and fees paid will be refunded.
 - D. Workshop fees are to be paid in advance, and fees for uncanceled workshops are not refundable.
 - E. A member who has paid for a workshop and cannot attend must contact the 1st Vice President for the name of a member on the waiting list. The member who is unable to attend will be reimbursed by the person taking her/his place, not by the Guild.
 - F. Workshops will be open to non-members at an additional \$5.00 fee, subject to space availability.

VIII. Special Events

- A. A special event is any activity that is not a regular program or workshop (i.e., quilt show, philanthropic auction, seminar, retreat, and/or bus trip).
- B. Special events may be scheduled by the Executive Board under direction from the membership.
- C. Expenditures for non-budgeted items must be presented in writing to the Board for approval prior to expenditure of funds.

X Special Committees

- A. Chairmen of special committees are not voting members of the Executive Board and therefore are not required to attend Board Meetings. Chairmen are appointed as necessary by the President with the advice of the Executive Board.
- B. The following may be Special Committees:
 1. Monthly fabric/block exchange
 2. Door Prizes
 3. Facilities
 4. Friendship Groups
 5. Historian
 6. Hospitality
 7. Monthly Creation
 8. Storage Manager
 9. Show and Tell
 10. Southern California Council of Quilt Guilds (SCCQG) Representative
 11. Advertising

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12. Retreats
 13. Magazine Sales
 14. Web Mailing/Publicity
 15. Mini-Workshops
 16. Web Master
 17. Social Media
- C. Other Special Committees may be formed by the Executive Board.

Approved by members at Guild Meeting, December 9, 2019