

**FOOTHILL QUILTERS GUILD, INC. BY-LAWS**  
**2023 REVISION**

**ARTICLE I: Name**

The name of this organization, hereinafter, referred to as Guild, shall be the Foothill Quilters Guild Inc., a non-profit organization, as outlined in the "Articles of Incorporation."

**ARTICLE II: Purpose**

The purpose of the Guild is to: contribute to the growth and knowledge of quilting techniques, patterns, history and quilt-making by providing educational meetings; sponsor and support quilt-making activities; encourage quilt-making and collecting; and promote the knowledge and appreciation of quilting.

**ARTICLE III: Members /Affiliates**

**Section 1.** Membership in the Guild is open to anyone who is interested in quilts and subscribes to the purpose of the Guild. Membership becomes valid upon payment of dues and completion of the membership application form.

**Section 2.** The annual dues shall be determined by the Board.

**Section 3.** Members shall participate in and support the projects and activities of the Guild. Members may attend all General, Board and Annual meetings of the Guild, and have the privilege of voting and holding office. Members may use the Guild's Library, participate in workshops and other Guild-sponsored events, and receive the monthly newsletter.

**Section 4.** Members shall have access to a membership roster with the understanding that the roster will not be used for commercial or solicitation purposes except by Affiliates. Members who wish to be excluded from that use should indicate this on the membership form.

**Section 5.** Junior members, 17 years old and under, shall be under the sponsorship of an adult member. Junior members shall have all the privileges of adult members.

**Section 6.** Affiliates are businesses or community organizations (NOT INDIVIDUALS) wishing to support the Guild. Upon joining, the Affiliates shall receive access to a membership roster and all future newsletters, and thereafter shall be named in future newsletters. They shall not have voting privileges, hold office, or constitute any portion of a quorum. Affiliates shall be permitted one business card-sized ad, once a month in the Guild newsletter, at no charge.

**ARTICLE IV: Officers**

**Section 1.** Officers of the Guild shall be President, Vice-President, Secretary, Treasurer, Fundraiser Chairperson, Program Chairperson, and Program Chairperson-Elect, and the immediate Past-President. These officers shall perform the duties prescribed by these By-Laws and the parliamentary authority adopted by the Guild.

**Section 2.** Officers shall be elected (except for the immediate Past-President) at the June annual meeting and their term of office shall be for one year, beginning July 1.

**Section 3.** If the Board determines that any elected officer is not fulfilling the duties of the office, the Board shall propose removal of that officer. Removal shall be approved by a majority vote at a Board meeting.

**Section 4.** In the event of a vacancy in any office, with the exception of President, the Board shall fill the office by appointment.

**Section 5.** A member may be elected to serve in the same office for no more than two consecutive terms of office.

## **ARTICLE V: Officers' Duties**

**Section 1.** The PRESIDENT shall be the chief elected officer and spokesperson of the Guild and shall preside at all General, Annual and Board meetings. The President shall be responsible for the maintenance of insurance policies. The President may develop committees as needed and appoint chairperson(s) to fulfill the purpose of the Guild.

**Section 2.** The VICE PRESIDENT shall, in the absence, resignation, or removal of the President, serve as and perform the duties of the President. The Vice President shall be responsible for securing, set-up, and tear-down of meeting places.

**Section 3.** The SECRETARY shall be responsible for the records and correspondence of the Guild and shall keep minutes of the General, Annual and Board meetings and make them available for inspection by the membership.

**Section 4.** The TREASURER shall be the Chief Financial Officer of the Guild. The Treasurer shall be responsible for the care and custody of the funds of the Guild. The Treasurer shall maintain the accounting records in a timely manner according to appropriate preparation of internal statements, the timely filing of tax returns, and the preparation of the financial records for internal audit.

The Treasurer is responsible for the maintenance of the Original Guild documents including, but not limited to, the Articles of Incorporation and non-profit documents, etc.

**Section 5.** The FUNDRAISER CHAIRPERSON shall be the chairperson for major fund-raising events to be held by and on behalf of the Guild.

**Section 6.** The PROGRAM CHAIRPERSON shall be responsible for maintaining and executing Guild Program contracts, communicating with Guild speakers, and coordinating accommodations and arrangements for speakers.

**Section 7.** The PROGRAM CHAIRPERSON-ELECT shall be responsible for selecting speakers for Guild programs and workshops, establishing contracts with Program speakers, and maintaining Program contract documentation for the next fiscal year. At the beginning of the next fiscal year the PROGRAM CHAIRPERSON-ELECT shall become the PROGRAM CHAIRPERSON.

**Section 8.** In addition to the duties described in this Article, all officers shall perform other duties applicable to the office as prescribed by *Robert's Rules of Order*, the parliamentary authority adopted by the Guild.

## **ARTICLE VI: The Board**

**Section 1.** The Board shall consist of the elected Officers, the immediate Past-President, and the Chairpersons of the Guild's standing committees. The President shall appoint the Chairperson of each standing committee to serve as voting members of the Board. Each committee shall have only one vote.

**Section 2.** Eight members of the Board shall constitute a quorum.

**Section 3.** The Board shall hold a minimum of ten board meetings a year to conduct its business, plan and supervise the activities of the Guild.

**Section 4.** The Board shall be responsible for conducting the affairs of the Guild according to the Articles of Incorporation, the By-Laws and Guild Policies.

**Section 5.** The Board shall be responsive to the wishes of the general membership. Members are encouraged and welcome to attend all Board meetings.

**Section 6.** The President may call special meetings of the Board, upon written request of three members of the Board or by written request by any ten members of the Guild.

## **ARTICLE VII: Nominations and Elections**

**Section 1.** In January, the President shall appoint a special committee for the purpose of nominating officers for the next fiscal year. The committee shall consist of three members: one Board member and two members from the general membership.

**Section 2.** The Nominating Committee will request nominations for elected officers, with the consent of the nominee, from the floor at the May General meeting.

**Section 3.** The Nominating Committee shall submit a slate of nominees for elected offices to the Board at its May meeting. The slate shall be submitted to the general membership by e-mail prior to the June Annual meeting.

**Section 4.** Election of officers shall be held at the June Annual meeting. Election shall be by voice vote for all uncontested offices. In the event of a contested office, the vote shall be by secret ballot.

**Section 5.** The Nominating Committee shall remain in existence until all elected officer positions have been filled.

## **ARTICLE VIII: Meetings**

**Section 1.** The Guild shall hold a minimum of ten General meetings a year, at a time and place designated by the Board. Such meetings will be announced by email in advance of the meeting.

**Section 2.** The General meeting held in June shall be known as the "ANNUAL MEETING" and shall be for the purpose of electing officers, approving the budget for the next fiscal year, and for any other business that may arise.

**Section 3.** Thirty percent (30%) of the membership of the Guild shall constitute a quorum.

**Section 4.** The President may call special meetings of the general membership upon request by three members of the Board or by ten members of the Guild. The purpose of the meeting shall be stated in the call. Special meetings shall be announced by email at least twenty-four hours in advance of the meeting.

**Section 5.** Workshops, excursions and special events for which the Board may set an admission charge shall not be considered as a General Guild meeting.

## **ARTICLE IX: Finances**

**Section 1.** The Fiscal year shall be from July 1 through June 30.

**Section 2.** In March of each year, the President shall appoint a special committee for the purpose of proposing the budget for the next fiscal year. The Committee shall consist of four members: two from the Board, one of which will be the current Treasurer, and two members from the general membership.

**Section 3.** The Budget Committee shall submit a proposed budget to the Board at its May meeting for review, revision and approval. The budget shall be submitted to the general membership by e-mail prior to the Annual meeting. At the Annual meeting, the Board shall submit the budget for Guild membership approval. After approval, changes in the budget, except for use of the contingency fund, shall be approved by majority vote of the general membership in attendance.

**Section 4.** A qualified person as appointed by the President shall conduct an internal audit of the financial records within the first six months of the fiscal year. A written report of findings shall be submitted to the Board within 45 days of the audit. The Board, at its discretion, may request additional

audits. A year-end audit shall be conducted in July after the books are closed. A written report shall be submitted to the Board within 45 days of the final audit.

**Section 5.** All dues paid to the Guild become the property of the Guild, and shall be used exclusively for activities directly related to and in support of the purposes of the Guild as defined in Article II.

**Section 6.** Any Guild-sponsored fund-raising event shall be directly related to and in support of the Guild's purpose as defined in Article II.

**Section 7.** All checks drawn to release funds from the Guild accounts shall bear at least two authorized signatures.

## **ARTICLE X: Disciplinary Action**

**Section 1.** The Guild requires that all officers, chairpersons and members refrain from conduct injurious to the Guild or its purpose.

**Section 2.** In order to protect the Guild and the pursuit of its purpose, it may become necessary to take disciplinary action against an officer, chairperson or member.

**Section 3.** Should attempts to resolve the matter informally fail, two elected Officers and the Parliamentarian shall conduct a confidential investigation and an informal hearing, according to procedures as defined in the current edition of *Robert's Rules of Order*.

## **ARTICLE XI: By-Laws and Policy: Review and Revisions**

**Section 1.** No later than February of each odd-numbered year, the President shall appoint a special committee for the purpose of reviewing and proposing revisions to the By-Laws and Policies. The committee shall consist of four members: three members of the Board, one of whom will be the current Parliamentarian, and one member from the general membership.

**Section 2.** The committee shall submit its proposed changes to the Board no later than the May meeting for review, revision, and approval. The revisions shall be submitted to the general membership by e-mail prior to the Annual Meeting.

**Section 3.** Approval of the revisions requires a majority vote of the members present at the Annual meeting.

**Section 4.** In addition to the bi-annual review, the By-Laws or Policies may be amended or suspended at any General meeting of the Guild by a majority vote of the members present. Revisions must be submitted to the general membership by e-mail prior to the meeting.

## **ARTICLE XII: Parliamentary Authority**

**Section 1.** The current edition of *Robert's Rules of Order* shall govern the Guild in all cases not covered by these By-Laws.

**Section 2.** All meetings of the Guild shall adhere to the By-Laws, the Guild's Policies, and the current edition of *Robert's Rules of Order*.

## **ARTICLE XIII: Dissolution**

**Section 1.** Should the Guild be dissolved, any funds remaining in the treasury, along with any remaining property, shall be distributed to an educational non-profit organization to be named by the Board and approved by the general membership.

*These By-Laws have been reviewed and approved by a vote of the general membership on XX/XX/XX.*

*Sharon Rizzato, President*

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