

DRAFT 3D BYLAWS ONLY ELK GROVE QUILT GUILD BYLAWS

ARTICLE I – NAME OF THE GUILD

The name of this nonprofit organization is **ELK GROVE QUILT GUILD** and is hereafter referred to as the Guild. Officers and Committee chairs are permitted to use the Guild's name, logo and resources when reserving facilities, recruiting members, or soliciting donations. These special committees are sanctioned by the Guild and are open to all members. The committees will publicize their meeting times and locations in the Guild newsletter and website.

ARTICLE II – PURPOSE OF THE GUILD

The Elk Grove Quilt Guild was founded in 1998. The purpose of the Guild is to preserve the heritage of quilting, promote cooperation and exchange of ideas among those persons interested or engaged in quilting, further the education and skill levels of the members, share the spirit of friendship, and contribute to the welfare of the community.

ARTICLE III – MEMBERSHIP

1. Membership is open to any person who subscribes to the purpose of the Guild, regardless of race, color, creed, sex, sexual orientation, national origin, or religion.

Regular Membership - Defined as a member, who pays annual dues, receives a monthly newsletter, receives free entry to all Guild general meetings, and is eligible to participate in all Guild activities. Regular members are eligible to vote, hold a Guild office, and/or serve as Guild Committee Chairs.

Junior Membership – Defined as a member who must be 17 years of age or younger at the beginning of the fiscal year (July 1st). They must have an adult sponsor who is a Guild member. Junior members are nonvoting members and cannot hold an office.

Affiliate Membership – Defined as a member who is any business or merchant who supports the purpose of the Guild and complies with the Bylaws. Affiliate membership is subject to the approval of the Board.

2. The Guild's fiscal year is from July 1 through June 30.
3. Annual dues are due and payable at the July meeting and will be delinquent ~~the day after the July meeting~~ **after July 31**. Members with unpaid dues at that time will be dropped from the Guild ~~Roster~~ **Membership Directory**. Any change in the dues amount will be determined by a vote of membership based on yearly budget needs. Annual dues may be prorated for new members only.

ARTICLE IV – MEETINGS

1. Meetings shall be held the **third** Thursday of each month at the designated time and place.
2. A quorum shall consist of 25 percent of the Guild **members**.
3. Robert's Rules of Order shall govern this organization in all instances not consistent with or covered by these Bylaws.
4. Meetings shall be conducted in person and/or via electronic media.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

1. The Guild shall elect a President, President-Elect, Secretary, Treasurer, Treasurer-Elect, Program Chair, Program Chair-Elect, ~~Quilt Show Chair, Quilt Show Chair-Elect,~~ Event and Activity Coordinator ~~Chair,~~ and Parliamentarian. Except for the office of President, the Board of Directors may appoint alternate officers.
 - a. Officers should be members of the guild in good standing for two years before assuming office.
 - b. Officers should serve as a Committee Chair and attend board meetings on a regular basis for one year before assuming office.
2. These officers or alternates, plus the Committee Chairs, shall comprise the **Board of Directors**, each with an equal vote. A quorum shall consist of 25 percent of the Board of Directors.
3. Officers shall be elected at the May meeting and assume office July 1.
4. Officers shall hold the same office no more than two consecutive terms, a term being one year.
5. The Board of Directors shall be empowered to fill vacancies and handle all emergency business.
6. Regular attendance by all Officers and Committee Chairs at Board meetings is expected to ensure the vitality of this Guild. If they cannot attend the meeting, they shall contact the President by email at least the Monday before the meeting to provide their report. Board members are not reimbursed for mileage to Board meetings or for running errands for the Guild.
7. A job description, timeline of duties, ledger sheet of budget expenses from previous years and other pertinent information for each Board position are to be kept in binder form to pass on to the succeeding Board or Committee Chair. All Board members will be required to submit a monthly report to the Board in person or in writing on the status of their committee which shall be filed in the binder. Committee Chairs will give committee reports at Guild general meetings and submit monthly articles in a timely manner to the Newsletter editor.

ARTICLE VI – DUTIES OF OFFICERS

1. **President:** The President shall be the Chief Elected Officer of the Guild and the Board of Directors and shall have the responsibility of the general management of the Guild.
 - a. During a vacancy, the President shall appoint the Chairs for all Standing and Special Committees in their term.
 - b. The President will coordinate visiting opportunity quilts to Guild meetings and provide the visiting Guild's contact information to our Guild's Opportunity Quilt Chair.
 - c. The President shall be an ex-officio member of all committees except the Nominating Committee.
 - d. The President shall be the official spokesperson for the Guild and has power to co-sign all checks for the Guild.
 - e. The President is a member of the Budget Committee.
 - f. The President is authorized to reserve facilities for the General and Board meetings.
 - g. The President shall retain a key to the Post Office mailbox. ~~and the Guild storage unit.~~
 - h. It is the responsibility of the President to distribute keys to the post office box, as deemed appropriate.

2. **President-Elect:** The President-Elect shall act in the absence or resignation of the President, shall be in charge of securing meeting facilities for general meetings and Board meetings, and ~~shall assist~~ ~~assists~~ in activities as directed by the President.

- a. The President-Elect is a member of the Budget Committee.
- b. The President-Elect is responsible for overseeing the Guild's thank you gift to the outgoing President and will coordinate with the Board and Guild members on the design, construction, and quilting of the quilt. The President-Elect will obtain prior approval from the Board before making any purchases for the quilt. ~~which should not be any larger than a lap quilt.~~
- c. The President-Elect is responsible for selecting their committee chairs for their presidential year.

3. **Secretary:** The Secretary shall record the minutes of all Board of Directors meetings and shall take care of the Guild correspondence.

- a. Condensed minutes of the Board of Directors meetings are to be printed in the monthly newsletter.
- b. The Secretary shall maintain all official records and documentation.
- c. The Secretary may be designated to co-sign checks.
- d. The Secretary shall retain one key to the Post Office mailbox and collect the mail on a monthly basis or as deemed necessary.

4. **Treasurer:** The Treasurer shall receive and deposit all monies from dues and Guild activities ~~and~~ pay bills as budgeted or approved by the Board of Directors or membership.

- a. The Treasurer shall make an oral report at the monthly Board of Directors meetings.
- b. The treasurer shall make a written report to the membership quarterly.
- c. A year-to-date statement shall be presented at the end of each fiscal year.
- d. The Treasurer is responsible for preparing and rendering the financial books for auditing as determined by the Board.
- e. All checks written on the Guild account will require two of the four designated officers' (president, secretary, treasurer, treasurer-elect) signatures that are on file with the bank.
- f. The Treasurer is ~~a member~~ ~~the chair~~ of the Budget Committee.
- g. The Treasurer may co-sign checks for the Guild.

5. **Treasurer-Elect:** The Treasurer-Elect shall assist the Treasurer and perform duties assigned by the Treasurer.

- a. In the absence of the Treasurer, the Treasurer-Elect may co-sign checks.
- b. After serving as Treasurer-Elect, he/she shall be nominated to become Treasurer.
- c. The Treasurer-Elect is a member of the Budget Committee.

6. Program Chair(s): The Program Chair shall be responsible for the program segment of the general meetings and workshops for the Guild.

- a. The Program Chair is authorized to reserve facilities for workshops.
- b. The Program Chair is responsible for the delivery of irons, ironing boards, and extension cords to Guild workshops.
- c. The Program Chairs attends the NCQC meetings, as necessary.
- d. The Program Chair is a member of the Budget Committee.

7. Program Chair-Elect: The Program Chair-Elect shall assist the Program Chair in preparation for being Program Chair in the following year.

- a. In the absence of the Program Chair, the Program Chair-Elect shall perform the duties normally performed by the Program Chair.
- b. The Program Chair-Elect shall arrange for Guild meetings speakers and workshop leaders for the next Guild fiscal year.
- c. The Program Chair-Elect attends the NCQC meetings, as necessary.
- d. All arrangements shall meet budgetary constraints.
- e. The Program Chair-Elect is part of the Budget Committee

~~8. **Quilt Show Chair(s):** The Quilt Show Chair(s) are responsible for acquiring a place to hold the Quilt show and appointing chairs.~~

- ~~a. They shall be responsible for all marketing materials.~~
- ~~b. The Quilt Show Chair is a member of the Budget Committee.~~
- ~~c. The Quilt Show Chair turns over all binders, pertaining to the quilt show, to the Quilt Show Chair elect by December 31st following the quilt show.~~

~~9. **Quilt Show Chair-Elect:** The Quilt Show Chair-Elect shall be elected in the year preceding the Quilt Show and shall be responsible for all aspects of planning and arranging a Quilt Show.~~

- ~~a. The Quilt Show Chair-Elect shall assume all duties and responsibility commensurate with the year in which she/he will be Quilt Show Chair.~~

10. Event and Activity Coordinator Chair(s): The Chair is responsible to find a place to hold fundraising events.

- a. The Chair shall coordinate all approved fundraising events and activities chosen to benefit the Guild and the community. (i.e. garage sales, tea, luncheon, **quilt show**, bingo, bunco, etc.)
- b. The Chair is a member of the Budget Committee.

11. Parliamentarian: The Parliamentarian shall ensure that all proceedings are conducted according to the Guild's stated Bylaws and Policies and Procedures and "*Robert's Rules of Order*", if not defined by the bylaws.

- a. The Parliamentarian will serve as the chair of the Nominating Committee.
- b. The Parliamentarian will serve as the chair of the Bylaws Committee.
- c. The Parliamentarian is a member of the Budget Committee.

ARTICLE VII – RESIGNATION OR REMOVAL FROM OFFICE.

A. Any Officer may be removed from office by a majority vote of the General Membership present upon the recommendation of the Board for:

1. Conflict of interest.
2. Financial irresponsibility.
3. Misuse of funds.
4. Failure to be a member in good standing. (See Membership under Policy and Procedure)
5. Actions in conflict with the Bylaws, purposes, and policies of the Guild.

B. Any Officer or Committee Chair may resign at any time, by giving notice to the President or President-Elect. Resignation shall be effective immediately unless a later date is specified. Any individual committee member may be removed by a majority vote of the Board of Directors, other than the person whose removal is being considered. Any vacancy occurring in a committee chair position, regardless of cause, shall be filled by presidential appointment.

ARTICLE VIII – ELECTIONS

1. The Parliamentarian shall create a Nominating Committee at the January meeting consisting of three other Guild members.
2. The Nominating Committee will present the new slate of proposed officers (see Article V for officers), who are in good standing, at the April general meeting and in the May newsletter. To be voted on at the May meeting.
3. With the consent of the nominee, the Nominating Committee may ~~make~~ take nominations from the floor at the April meeting after the presentation of the proposed officers.
4. Voting and tabulation of votes for selection of new officers will take place at the May meeting. Voting shall be by show of hands, if there are no contested offices, or by written ballot tabulated by the Nominating Committee with the results announced by the Chair of the Nominating Committee. The results will be published in the June newsletter.
5. New Board members will be presented at the June meeting and assume office July 1.

ARTICLE IX – STANDING COMMITTEES

The Board of Directors, as needed to accommodate the requirements of the Guild, will establish Standing Committees which include, but are not limited to, Auditor, ~~Budget~~, Block of the Month, Community Service-~~Quilts, Community Service Pillowcases, Community Service Christmas Stockings, Community Service-Veterans Quilts,~~ Electronic Media, ~~Education Fund~~, Fundraising, Hospitality, Membership, Newsletter, ~~NCQC~~, Opportunity ~~Raffle Quilt~~, Property Manager, Publicity, Quiltaholics, Retreat, ~~Scholarship~~, Sew & Show, Sunshine, and Webmaster. The President-Elect will appoint Committee Chairs for the upcoming year, and their duties will be outlined in the Guild's Policies and Procedures.

ARTICLE X – FUNDS AND FINANCES

1. All funds of this Guild shall be turned over to the Treasurer who shall be responsible for their safekeeping.
2. The finances of this Guild shall be handled and managed in accordance with sound accounting practices and procedures. No funds shall be expended except in accordance with the budget established by the membership, provided, however, that nothing in this section shall prohibit the Board

from transferring funds from one budget account to another. Except as is herein provided, neither the members, nor any officer of this Guild shall incur any indebtedness in excess of their authorized budget account.

3. Recommendations brought before the Board for expenses exceeding those budgeted shall be submitted to the Board for approval.

4. The Guild Auditor will conduct periodic reviews at the discretion of the President, the Board of Directors and/or general membership.

5. All authorized expenditures shall be disbursed only upon signatures of two authorized Guild officers.

6. No person who is now or who later becomes a member of this Guild shall be personally liable to the Guild's creditors or for any indebtedness of the liability of this Guild. Any and all creditors shall look only to the Guild's assets for payment.

ARTICLE XI - AMENDMENTS

These Bylaws can be amended at any regular meeting of the Guild by a majority vote of the members present, provided that the proposed amendment has been approved by the Board of Directors and has been submitted in writing at least seven (7) days before the meeting.

ARTICLE XII – DISSOLUTION

Upon dissolution of the Guild, assets remaining after payment or provision of payment of all debts and liabilities of the Guild shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable purpose and which has established its tax-exempt status under section 501(C) (3) of the Internal Revenue Code.

AMENDMENTS

These Bylaws and Policies and Procedures shall be reviewed at least every two years by a special committee appointed by the President.

(Amended: June 21, 2015)
(Amended: March 15, 2018)
(Amended: August 9, 2018)
(Amended: September 13, 2018)
(Amended: May 9, 2019)
(Amended: October 10, 2019)
(Amended September 8, 2022)
(Amended: October 20, 2022)
(Amended: February 15, 2024)
(Amended: July 18, 2024)
(Amended: xxxxxxxx, 2026)