

**BEACH CITIES QUILTERS GUILD
BYLAWS**

ARTICLE I – NAME

Section 1: The name of this organization shall be the “BEACH CITIES QUILTERS GUILD”, hereafter referred to as the Guild.

ARTICLE II – PURPOSE & LIMITATIONS

The objectives and purposes of Beach Cities Quilters Guild shall be exclusively educational, charitable, and social, within the meaning of Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended and in particular.

Section 1: The purpose of this Guild shall be:

- A) To provide a creative atmosphere, to share knowledge of methods and techniques, and to encourage each member’s growth and talent in the field of quilt making and related subjects.
- B) To assist new guilds or organizations of similar purpose.
- C) To further the education and skill levels of the members of this Guild.

Section 2: 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 or is a Golden Thimble recipient.

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.

ARTICLE III – MEMBERSHIP

Section 1: Membership shall be open to anyone interested in quilt making and related fiber arts. There are two classifications of membership in this Guild: Active and Lifetime. Annual membership shall run October 1st through September 30th.

Section 2: Any person can become an ACTIVE member of the Guild upon completion of the membership information sheet and timely payment of membership dues. All active members have one vote and shall actively support the activities approved by the membership.

Section 3: LIFETIME memberships are given to the Past Presidents of this Guild who held the office of President prior to 2015-16. Dues are not assessed. Lifetime members have all rights and privileges of an Active member.

ARTICLE IV – EXECUTIVE BOARD & DUTIES

Section 1: The officers of this Guild shall be: President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, Secretary, Treasurer, Parliamentarian, and Past President. All officers are Active members in good standing, elected by the membership, with exception of the Parliamentarian and Past President. The Parliamentarian is appointed as defined in Section 10 of this Article. The Past President is the President from the prior year.

Section 2: Any officer may resign at any time by giving written notice to the Guild. The resignation shall take effect as of the date the notice is received, or any later time as specified in the notice, and need not be accepted/approved to be effective.

Section 3: The PRESIDENT shall preside at all meetings of the Guild and the Board; appoint all Standing & Special Committee Chairpersons; and in general supervise, direct and control Guild activities, events and officers; subject to the approval of the Board. The President shall exercise and perform such powers and duties as the Board may assign from time to time. The

President may serve as an ex-officio member of all Guild committees, with the exception of the Nominating Committee.

- Section 4: In the absence or disability of the President, the Vice-Presidents, in order of their rank, shall perform all duties of the President. In accordance, a Vice-President shall have all of the powers and restrictions of the President.
- Section 5: The 1st VICE-PRESIDENT (Programs) shall be in charge of programs for the Guild's monthly meetings, which includes arranging and contracting with speakers (possibly 2+ years in advance) for their lectures, workshops, travel, lodging, and meals. These are preliminary arrangements and may change as the actual date nears. The current 1st VP Programs has the option to change or update the lecture and/or workshop.
- Section 6: The 2nd VICE-PRESIDENT (Membership) shall be in charge of membership for the Guild. Membership functions include the collection of all dues and visitor fees at the monthly meetings, keeping the membership roster current, publishing an Annual Directory (roster), and keeping the meeting attendance records.
- Section 7: The 3rd VICE-PRESIDENT (Facilities) shall serve as the Guild's liaison officer and meeting site manager. The 3rd Vice-President shall also be responsible for maintaining and continuously updating records of all equipment and articles owned by the Guild including use and access to any storage location. The records identify the location, use, warranties and operating instructions.
- Section 8: The SECRETARY shall keep a book of minutes of Board & General meetings, and handle all correspondence for the Guild. Meeting minutes include but are not limited to the following information: the time & place of the meeting, the type of meeting (board, general, annual, or special), the names of individuals present or the number of members present at the annual meeting. For special meetings, identify how it was authorized, the notice given, as well as normal information.
- Section 9: The TREASURER shall keep and maintain adequate and accurate books and accounts of the Guild's properties and transactions. Financial statements and reports shall be sent to the members and the Board as required by law, these bylaws, or as specified by the Board. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Guild. The Treasurer shall publish an annual financial statement and arrange for reconciliation within three months of the fiscal year end. The board may request a review or audit at any time. The Treasurer is responsible for the filing of tax reports for the fiscal year end, in which the term was served. The Treasurer is responsible for preparing proposed budget, for the Board's review and subsequent presentation to the membership.
- Section 10: The PARLIAMENTARIAN shall be appointed by the President and shall be responsible for supervising Guild elections, chairing the Nominating Committee, advising on parliamentary procedures, and the interpretations of the bylaws when requested. Maintains a record of changes to the Bylaws.
- Section 11: The PAST PRESIDENT shall serve in an advisory position and is responsible for chairing the committee for the President Quilt.
- Section 12: 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 13: All officers of the Guild are required to submit a written report and budget to the Board annually. Copies of this report and budget go to the President, Treasurer, and to the individual officer's procedure manual. Procedure manuals must include copies of all correspondence to or from the Guild that has a legal or financial impact on the Guild operations

ARTICLE V – MEETINGS

- Section 1: The Guild shall hold general monthly meetings.
- Section 2: The general meeting held in September shall be known as the Annual meeting. At this meeting, officers shall be elected and the budget shall be approved.
- Section 3: Whenever members are required or permitted to take any action at a general meeting, written notice of the meeting shall be given to each member entitled to vote. The notice shall specify the place, date, hour of meeting, and the nature of the issues to be voted upon by the members. To conduct business at a general meeting a quorum of the membership must be present.
- Section 4: The Guild shall hold board meetings monthly. To conduct business at any board meeting, a quorum must be present.

ARTICLE VI – THE GENERAL BOARD

- Section 1: The General Board, also referred to as the Board, shall consist of the Executive Board and the Standing Committee Chairpersons.
- Section 2: Each member of the Board shall have one vote. In the case of a Co-Chaired committee, the committee has one vote. If there is a disagreement between the co-chairpersons regarding the vote, then their vote is disallowed.
- Section 3: The president in the case of an emergency or arbitration may call an Executive Session. An Executive Session shall consist of a quorum of the general board and shall be chaired by the parliamentarian. Decisions made at these sessions are binding.

ARTICLE VII – STANDING COMMITTEES

- Section 1: Chairpersons of Standing Committees shall be appointed by the President from a list of volunteers. The Committee Chairperson selects necessary committee members.
- Section 2: Committee chairpersons cannot arbitrarily change or omit the duties of their position as outlined in the job descriptions, or the established procedure, without a vote of the Board.
- Section 3: All Committee Chairpersons are required to keep their procedure manuals currently updated and to make this information available to their successors at the joint September Board meeting.
- Section 4: All Committee Chairpersons are required to submit a budget recommendation to the Board annually. Copies of the budget shall go to the President, Treasurer, and the Committee's procedure manual.
- Section 5: The Standing Committees of the Guild shall be: Advertising, Block Party, Door Prizes, Friendship Circles, Hospitality, Internet, Monthly Mini, Newsletter, Philanthropy, Southern California Council of Quilt Guilds Representative, Show and Tell, Special Event, Ways and Means, Welcoming, and Workshops.
- Section 6: The duties of each of the Standing Committees of the Guild shall be as outlined below:
- A) **ADVERTISING:** Actively solicits advertising for the newsletter and directory.
 - B) **BLOCK PARTY:** Designs and coordinates the monthly Block Party design, and distributes to the participants. Submits monthly a list of the party winners to the Newsletter Committee.
 - C) **DOOR PRIZES:** Acquires and distributes, by a raffle method, the door prizes to the members and guests at the monthly general meetings. Submits monthly a list of the door prize donors to the Newsletter Committee.
 - D) **FRIENDSHIP CIRCLES:** Coordinates and assists members in the formation of Friendship Groups within the Guild membership.
 - E) **HOSPITALITY:** Arranges for refreshments and necessary supplies at the regular meetings.

- F) INTERNET: Oversees the distribution of Guild information on the Guild's public website, and any further social media platform that enhances the purpose of the Guild.
- G) MONTHLY MINI: Acquires, displays, and sells tickets for a monthly mini-quilt. Select the winner, by raffle method, and submit the winner's name to the Newsletter Committee and required documentation to the State with a copy to the Treasurer each month.
- H) NEWSLETTER: Compiles, edits, and submits the Guild newsletter on a monthly basis to the webmaster for inclusion on the Guilds website. The newsletter shall contain information regarding Guild meetings, workshops, and related news and functions pertaining to the Guild and its membership.
- I) PHILANTHROPY: Researches, oversees, and reports to the Board and the general membership on anything related to the philanthropic efforts of the Guild.
- J) SHOW AND TELL: Coordinates, displays, and introduces the members and their quilts to the membership at large.
- K) SOUTHERN CALIFORNIA COUNCIL OF QUILT GUILDS REPRESENTATIVE: Represents the Guild at the Southern California Council of Quilt Guilds and reports to the board on the activities of the Council and informs the Guild of current events in the local and national quilting community via a monthly newsletter article.
- L) SPECIAL EVENT: Coordinates a Guild event on an as-needed basis.
- M) WAYS AND MEANS: Responsible for fund raising activities other than Special Event.
- N) WELCOMING: Introduces new members and guests to the Guild membership, and oversees those activities that promote a welcoming friendly atmosphere at the Guild functions.
- O) WORKSHOPS: Arranges for workshop facilities, collects fees, and supplies workshop information to the members. Responsible for arranging travel, meals, and lodging for the teacher, when applicable.

ARTICLE VIII – SPECIAL COMMITTEES

- Section 1: Special Committees shall be approved and/or appointed by the Board. They should meet the current needs of the Guild and must be a quilt, fiber art, or other related concern.
- Section 2: Chairpersons of Special Committees may be appointed by the President, or may volunteer. Committee members shall be appointed by the Committee Chairperson as needed.
- Section 3: Job descriptions shall be defined and approved by the Board upon the creation of the new Special Committee.
- Section 4: Special Committee Chairpersons have no vote at the Guild Board meetings. They must be self-funding and non-budgeted.

ARTICLE IX – ELECTIONS AND AMENDMENTS

- Section 1: A Nominating Committee consisting of the Parliamentarian, (4) active members, and (2) alternative members shall be solicited from the membership in April and appointed in May by the President. The Nominating Committee may solicit nominations in May so that a complete slate of officers is presented to the membership in August. Additional nominations may be made from the floor at this time, providing that prior written consent of the nominee has been obtained. The ballot shall be published in the monthly newsletter prior to the September general meeting. The Nominating Committee is not eligible for the Executive Board, and no individual can serve on the Nominating Committee for more than two consecutive years.
- Section 2: Voting shall be at the September meeting. If there is only one nominee for each office, then the slate of officers may be accepted by a majority vote.

- Section 3: Term of office shall be for one year for elected officers. No officer shall be eligible for the same office for more than two consecutive years.
- Section 4: Only active members in good standing of the Guild may be elected to an office of the Guild.
- Section 5: Candidates for the office of President must have been an active Board member for at least one (1) year prior to their nomination.
- Section 6: Newly elected officers will be installed in October.
- Section 7: Vacancies in any office shall be filled by the Board for the unexpired term of office.
- Section 8: If a quorum is present, then the bylaws may be amended at any general meeting by a sixty percent (60%) vote of the membership present, provided that the amendment(s) has been published in the newsletter and available on the web site at least 10 days prior to the business meeting at which the amendment is to be acted upon.
- Section 9: An ad hoc committee, appointed by the President and chaired by the Parliamentarian, shall be named every two (2) years to review these by laws. This committee shall consist of no less than five (5) and no more than seven (7) active members.

ARTICLE X – FINANCE

- Section 1: The Guild's fiscal year shall run from October 1st through September 30th.
- Section 2: Checks of the Guild must be signed by any two of the following: President, Treasurer, or Secretary. Checks for the Special Event must be signed by any two of the following: President, Chair of Special Event or Treasurer of Special Event. Wire Transfers for payment to international speakers must be approved in writing by any two of the following: President, Treasurers, or Secretary
- Section 3: Deposit ONLY ATM cards, not ATM cards that allow withdrawals, can be used by the Treasurers to facilitate deposits
- Section 4: On line bill payment is not an acceptable payment method.
- Section 5: A Budget Committee chaired and appointed by the Treasurer, shall prepare a budget for review by the Board in August and present the proposed budget in the September Newsletter and at the September general meeting for approval. Budget will cover a fiscal year.
- Section 6: Proposed expenditures of unbudgeted funds over One Hundred and Fifty Dollars (\$150.00) (net, after giving effect to any offsetting related revenues) shall be presented to the Board for approval. Proposed expenditures of unbudgeted funds in excess of Five Hundred Dollars (\$500.00) (net, after giving effect to any offsetting related revenues) shall be presented to the general membership for approval subsequent to approval by the Board.
- Section 7: Monies donated or raised by Philanthropy will be allocated to supplement the budget for philanthropic purposes.

ARTICLE XI – AUTHORITY

- Section 1: In conducting the affairs of this Guild, the final authority for procedure shall be the Eleventh Edition of "ROBERT'S RULES OF ORDER Newly Revised (RONR) wherever applicable and not inconsistent with these Bylaws.
- Section 2: A quorum of the Guild shall be defined as follows:
- A) The quorum number shall be established as 40% of the number of members who live in Orange County. All Guild members, regardless of location of residence, shall be counted as part of the quorum and shall have their vote counted. VP of Membership will verify if a quorum is present.

B) A quorum at the General Board meetings and at any other meeting of the Guild, with the exception of the general monthly membership meetings, is achieved when 60% of the Board members (for Board meetings) or meeting participants (for other meetings) are present.

Section 3: Unless otherwise provided for, if a quorum is present, all motions of this Guild may be acted upon by a simple majority vote of those entitled to vote on the matter.

Section 4: All contracts of the Guild, except for speakers, must be approved and signed by the President and the applicable chairperson. The 1st Vice-President, Programs, shall be responsible for speakers-workshops contracts within the United States. Speakers contracted outside the United States require President Approval.

ARTICLE XII – DISSOLUTION

Section 1: Upon the dissolution of this organization, assets shall be distributed for one of more exempt purposes with the meaning for Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such proposed or to determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII – INDEMNIFICATION OF CORPORATE

AGENTS: PURCHASE OF LIABILITY INSURANCE

Section 1: The Guild may indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts, actually and reasonably incurred by such person having been made or having been threatened to be made a party to a proceeding to the maximum extent possible by the provision of the Nonprofit Corporation Law and the Guild may advance the expense reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the undertaking required by the Nonprofit Corporation Law. The terms “agent”, “proceeding”, and “expense” made in this Section 1 shall have the same meaning as such terms in Section 7237 of the nonprofit Corporation Law, as amended.

Section 2: The Guild shall have the power to purchase and maintain insurance on behalf of any agent of the Guild against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Guild would have the power to indemnify the agent against such liability under the provisions of this Section 1.

REVISION HISTORY

March 1993 – Original set of bylaws approved by members.

December 8, 1994 – Bylaws amended and approved by members

December 12, 1996 – Bylaws amended and approved by members.

April 11, 2002 – Bylaws amended and approved by members.

January 8, 2004 – Bylaws amended and approved by members.

March 9, 2006 – Bylaws amended and approved by members.

January 10, 2008 - Bylaws amended and approved by members.

February 11, 2010 – Bylaws amended and approved by members.

September 13, 2012 – Bylaws amended and approved by members.

October 9, 2014 – Bylaws amended and approved by members.

March 10, 2016 – Bylaws amended and approved by members.

September 10, 2020 – Bylaws amended and approved by members.