

BYLAWS OF THE YAKIMA VALLEY QUILTERS' GUILD

Incorporated in 1983

Revised and Amended October 5, 2022

ARTICLE I NAME AND PURPOSE

- Section 1: The name of this organization shall be the Yakima Valley Quilters' Guild (YVQG, The Guild).
- Section 2: The purpose of Yakima Valley Quilters' Guild is to preserve and continue the traditions, culture and history of quilting; to promote fellowship among interested person in all aspects of quilting; to contribute to the knowledge of and to promote the appreciation of fine quilts; to sponsor and support quilting activities through charity; to encourage quilt making and collecting; and to contribute to the increase of knowledge of quilting techniques, textiles, designs patterns and quilt makers through educational meetings and travel.
- Section 3 : YVQG's Articles of Incorporation state:(a)that YVQG is organized under Section 501(c)(3) of the Internal Revenue Code registered under the nonprofit laws of the State of Washington RCW 24.03, "exclusively for charitable and educational purposes", (b) that YVQG is authorized to "make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.
- Section 4: Yakima Valley Quilters' Guild shall be directed by an elected Executive Board.

ARTICLE II MEMBERSHIP

- Section 1: The first YVQG members shall be called Charter Members.
- Section 2: Membership is open to anyone who is interested in quilting and quilts.
- Section 3: There shall be a yearly membership fee; and the amount of the yearly fee shall be established by a General Membership vote.

ARTICLE III EXECUTIVE BOARD

- Section1: The Executive Board shall consist of the elected offices of President, Vice President, Secretary, Treasurer, and Immediate Past President.
- Section 2: Nominations for elected officers shall be announced at the October General Meeting and the election of officers shall be held at the Annual Meeting the first Wednesday in November. (See Article VIII)
- Section 3: YVQG officers shall be elected by the General Membership for a one-year term to begin at the first meeting in January.
- Section 4: No member of the Executive Board shall be compensated for her or his services.
- Section 5 The Executive Board may appoint any person who is not a member of YVQG as advisor to the board.

Article III Executive Board Continued

Section 6: The Executive Board shall meet before the monthly General Board and General Membership meeting and more often if called by the President.

ARTICLE IV ELECTED OFFICERS' RESPONSIBILITIES AND EXECUTIVE BOARD DUTIES

Section 1: The President shall preside over all YVQG Executive Board, General Board and General Membership meetings; shall establish the agenda for General Board and General Membership meetings; shall appoint all Committee chairpersons; shall be authorized to co-sign checks and financial documents; shall be the official spokesperson for YVQG; and shall perform all other duties incident to the office.

Section 2: The Vice President shall act in the absence of the President or any officer; shall be authorized to co-sign checks and financial documents in the absence of the either the President or the Treasurer; shall give oversight to the Audit Committee, the Nomination and Election Committee, and the Handbook: Policy and Procedure Review/Update Committee.

Section 3: The Secretary shall maintain accurate written and/or digital records of all YVQG Executive Board, General Board, and General Membership meetings and shall distribute written and/or digital records to members; shall be responsible for preservation of all YVQG books, documents and written and/or digital communications; shall be responsible for all official YVQG correspondence.

Section 4: The Treasurer shall receive and deposit all checks, cash, and credit/debit card income into YVQG's checking and/or savings accounts held in the YVQG approved financial institution; shall receive expense invoices and make disbursements by means of a check co-signed by two of the three Executive Board members authorized to sign; shall maintain financial records in sufficient detail to show the source and purpose of all income and expenses; shall prepare and present to the Executive Board, General Board, and General Membership a simple monthly financial report; shall prepare and present an annual/end-of-year financial report to the Executive Board, General Board and General Membership; shall present all the financial records for review to the Audit Committee and shall be present when financial records are audited; shall maintain on file for seven years to be available upon request by the Internal Revenue Service or the State of Washington the Annual/End of Year Charitable Works and/or Donations Data Report, and shall file the IRS Annual Reporting Requirement Form #990-N for tax exempt organizations.

Section 5: Immediate Past President shall give oversight to YVQG By-Laws for Review and Amendments; and may be available to the Executive Board, the General Board and/or the General Membership for experiential and historical information and advice.

Article IV Elected Officers' Responsibilities And Executive Board Duties Continued

- Section 6: The Executive Board shall receive, approve, or reject all Committee Budgets by the first Wednesday of November for inclusion into the YVQG Annual/Yearly Budget; shall receive and approve or reject for payment Committee submitted expenditure invoices; shall approve or reject Committee Budget variation requests.
- Section 7: The retiring Executive Board in cooperation with the newly elected Executive Board shall prepare and the newly elected Treasurer shall present at the first General Membership meeting in January the Annual/Yearly Budget.

ARTICLE V GENERAL BOARD RESPONSIBILITIES AND DUTIES

- Section 1: The YVQG General Board shall consist of the Executive Board members, the Chairpersons of all YVQG Committees, and other interested members. All YVQG members are welcome to attend.
- Section 2: The General Board shall meet monthly on the first Wednesday of January through June and September through November; additional meetings may be called by the President or at the written request of ten YVQG members.
- Section 3: **Ten** YVQG General Board members shall constitute a quorum.
- Section 4: The General Board may give direction and counsel to Committee Chairpersons; and shall make informational decisions and/or recommendations to the General Membership for a vote.
- Section 5: The General Board meeting agenda shall be established by the President.

ARTICLE VI GENERAL MEMBERSHIP MEETINGS

- Section 1: YVQG General Membership meetings shall be held the first and third Wednesdays during the months of January through June and September through November; July and August meetings may be planned; and a dinner party shall be held the first Wednesday in December.
- Section 2: The General Membership meeting agenda shall be established by the President.
- Section 3: The Annual Meeting shall be held the first Wednesday in November.
- Section 4: **Fifteen** YVQG members shall constitute a quorum.

ARTICLE VII COMMITTEES

- Section 1: YVQG committees shall be established and dissolved by recommendation from the Executive Board, and/or the General Board, and/or a YVQG member; and committees shall be confirmed or denied by a vote of YVQG General Membership.
- Section 2: All committees shall have a Chairperson and/or Co-Chairperson appointed by the President and confirmed by the Executive Board.

Section 3: The membership of all committees includes the Chairperson and/or Co-Chairperson and all interested YVQG members. **page 3**

Article VII Committees Continued

Section 4: The Retreat Committee shall hold two retreats each year, one in the spring and one in the fall.

Section 5: All committees shall prepare a proposed Committee budget for the upcoming year and the Chairperson shall present it to the Executive Board by the first Wednesday in October for inclusion in the Annual /Yearly Budget.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1: The President shall appoint and Executive Board shall confirm the Chairperson and three YVQG members to the Nomination Committee by the first meeting in September.

Section 2: The Nomination Committee shall make a presentation of candidates at the first meeting in October. **Section**

3: At the second meeting in October, nominations may be made from the floor as long as permission has been obtained from the person being nominated.

Section 4: The election shall be held at the Annual meeting in November.

Section 5: Election shall be by secret ballot, unless the entire slate of nominated officers are unopposed, then the election shall be by voice vote.

Section 6: The President shall preside over the election; and the President shall ask two members whose names are not on the ballot, to count the ballots. At no time shall the actual number of votes be announced. The ballots shall be destroyed by the President or designee within three days.

ARTICLE IX PARLIAMENTARY PROCEDURE

Section 1: All questions of parliamentary procedure shall be determined according to the latest edition of Robert's Rules of Order.

Section 2: The President shall appoint a YVQG member as Parliamentarian.

Section 3: The Parliamentarian shall attend the General Board and General Membership Meetings.

ARTICLE X AMENDMENTS

Section 1: Any YVQG member may present to the Executive Board a written and/or digital amendment proposal to The By-Laws.

Section 2: The Executive Board shall present a written and/or digital copy of the amendment proposal to the General Membership.

Section 3: The By-Laws may be amended by a majority voice vote of those present at any Annual, General Membership or special meeting.

Section 4: All YVQG members shall receive a written and/or digital copy of all approved amendments.