

Seashore Quilters Guild, INC

Bylaws (founding)

**Article I - NAME**

The name of the organization shall be Seashore Quilters Guild, Inc., a nonprofit corporation in Seal Beach, California, herein referred to as the Guild.

**Article II - OBJECTIVE**

This Guild shall be organized for educational and charitable purposes. The objective of this corporation shall be to further quilting excellence and knowledge in Southern California through educational meetings, travel, and friendship, and to promote quilting in a philanthropic endeavor at least once a year and continue to learn and advance the skill of quilting for our members. This corporation is organized for nonprofit purposes under IRS Code 501 (c)(3).

**Article III - MEMBERSHIP**

**Section 1. General Members.**

- a.** Definition. Membership is open to any adult who is interested in the objectives of the Guild and is up to date in paying their dues. General Members may participate in all activities of the Guild and are eligible to vote. The number of General Members shall be defined in the Standing Rules.
- b.** Qualifications. The participation activities as required for General Membership are defined in the Standing Rules.

**Section 2. Junior Members.**

- a.** Definition. Junior Members (minors 10 years through 17 years) who are authorized by a parent or legal guardian, are interested in the objectives of the Guild, and are sponsored by an adult General Member. Junior Members may participate in all activities of the Guild except as restricted in the Standing Rules.
- b.** Qualifications. Requirements for Junior membership shall be the same as for General Membership except as restricted in the Standing Rules.

**ARTICLE IV**

**THE BOARD**

**Section 1. Duties.** The Board of Directors (herein referred to as Board) of the Seashore Quilters Guild shall consist of elected, appointed, and auxiliary officers. The Board shall have general supervision over the affairs of the Guild, make recommendations to the Guild, and shall perform such other duties as specified in these Bylaws and Standing Rules. All Board Members (elected,

appointed, and auxiliary) shall report to the President unless otherwise stated in the Standing Rules or Bylaws.

## **Section 2. Board Meetings.**

- a. Meetings of the Board shall be held monthly. The day and hour of the monthly meeting shall be established by each Board for its term of office.
- b. A notice of seventy-two (72) hours shall be given on the Social Media Page (FACEBOOK) for all General Members.
- c. Eleven (11) voting officers shall constitute a quorum. Six (6) voting officers shall constitute a quorum for the approval of appointed officers.
- d. All matters brought before the Board shall be decided by a majority vote of those present and voting.
- e. Board Members are required to attend Board meetings. If a member misses more than two (2) consecutive meetings without prior presidential approval, the Board has the authority to declare that position vacant.
- f. Board meetings are open to all members with prior notice to the President.

## **ARTICLE V**

### **OFFICERS AND AUXILIARY POSITIONS**

**Section 1. Elected Officers** of the Board shall be President, Vice-President of Programs, Secretary, and Treasurer. These officers shall perform the duties prescribed in the Standing Rules and are required to attend monthly Board meetings and shall have a vote on Board matters. The President only votes in a tie.

**Section 2. Appointed Officers** of the Guild shall be Membership Chair, Philanthropy Chair, Fundraising Chair, Southern California Council of Quilt Guilds (SCCQG) Chair, Workshop Chair, Newsletter/Social Media Chair, Parliamentarian, and Legal Advisor. These officers are appointed and approved by a majority vote of the elected officers present and voting. Appointed officers shall not assume responsibility until approved by the elected Board members. These officers shall perform the duties described in the Standing Rules and are required to attend Board meetings and shall have a vote in Board matters, except for the Parliamentarian who does not vote.

**Section 3. Auxiliary Offices** are held by General Members to assist the Board. These positions are non-voting Board Members; therefore, they are not required to attend Board meetings and do not have a vote in Board matters. Auxiliary positions may include but are not limited to: Historian/Photographer, Hospitality, Webmaster, Workshop Assistant, and Membership Assistant. These positions are appointed by the elected officers and approved by a majority vote

of the Board present and voting. These positions shall perform the duties described in the Standing Rules.

**Section 4. Special Committees** may be created or abolished by the Board by a majority vote of those present and voting. As needed, Special Committee Chairs and Special Committee Members shall be nominated by the President and appointed by a majority vote of the Board present and voting.

#### **Section 5. Eligibility for Office**

a. Any General Member shall be eligible to hold office. Candidates for offices filled in the November election must have completed the requirements for continued membership by the end of the October general meeting. Candidates for President and Vice President shall have served on the Board for one year.

b. No officer shall serve for more than two consecutive terms in the same office.

**Section 6. Election of Officers** shall be held at the annual meeting in October. The list of nominees for each office shall be published in the newsletter for that month. Officers shall be elected by a majority vote of the General Membership. If more than one candidate is running, voting by secret ballot is required. When there are three (3) or more nominees on the initial ballot, and no one has a majority of the votes, the person with the most votes shall be elected.

#### **Section 7. Term of Office**

a. Elected officers shall be one year beginning at the close of the November meeting. No meeting is held in December.

b. Appointed officers and auxiliary positions shall begin on the date the appointment is approved and continue until the end of the next annual meeting (November).

**Section 8. Co-Officers.** No more than two (2) persons shall be elected or appointed to serve in one office. Only one vote per office.

#### **Section 9. Officer Vacancies**

a. Resignation of Officers. An officer may resign at any time by giving written notice to the Board. Resignations shall take effect on the date on the letter of resignation or the date in the letter.

b. Removal of Officers.

1. Any individual officer may be removed from office with just cause at any time if approved by a two-thirds vote of the Board at a duly called meeting.

2. Officers whose removal has been proposed shall be given the opportunity to be heard before the vote is taken at the meeting considering their removal.

**c. Presidential Vacancy.** In the event the President is unable to complete his/her term, the Vice-President shall assume the presidency for the remainder of the term. A new Vice President shall be elected by special election.

**d. Elected Officer Vacancies.** A vacancy in an elected office other than President, unless due to removal for cause, shall be filled by a temporary appointment by the President. This appointment shall become permanent upon approval of the General Membership at the next general meeting.

## **ARTICLE VI**

### **MEETINGS**

**Section 1. General Meetings.** Unless otherwise ordered by the Guild or by the Board, general meetings shall be held once a month.

**a.** The general meeting in the month of October shall be the annual meeting at which the Guild Officers shall be elected. Annual reports shall be submitted by officers and committee chairs at or before this meeting, unless otherwise stated in these Bylaws.

**b.** Should the need arise, the Board shall appoint a special committee to recommend an alternate permanent meeting place. The Board shall submit any changes in meeting place to the General membership for approval.

**Section 2. Quorum.** Forty (40) percent of the General Members shall constitute a quorum for any general or special meeting.

### **Section 3. Special Meetings**

**a.** A special meeting is a separate session of the Guild held at a time different from that of any general meeting, convened only to consider one or more items of business specified in the call of the meeting.

**b.** Special meetings may be called by the President, by the Board, or upon written request of ten (10) percent of the membership.

**c.** The purpose of the meeting shall be stated in the call.

**d.** A special meeting shall take place after not less than three (3) days written notice to all General Members. Members shall be notified on the Guild's Social Media Page (FACEBOOK).

## **ARTICLE VII**

### **NOMINATIONS AND VOTING**

#### **Section 1. Definitions**

- a. A Quorum is the number of members of a body that when duly assembled is legally competent to transact business.
- b. When the term MAJORITY VOTE is used without qualification it means more than half of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a duly called General or Board meeting at which a quorum is present.
- c. When the term TWO-THIRDS VOTE is used without qualification it means at least two-thirds of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a duly called General or Board meeting at which a quorum is present.
- d. When written notice, on the Guild's Social Media Page (FACEBOOK), is given in advance to members that a meeting will be held at a particular time and place on a particular date, that meeting is a PROPERLY CALLED meeting.
- e. Standing Rules are related to the details of the administration of a society rather than to parliamentary procedure. A Standing Rule can be adopted by a majority vote at any general meeting without previous notice. It remains in effect until rescinded or amended. It can be amended by a two-thirds vote without previous notice or by a majority vote with such notice. It is not part of the Bylaws, but is usually printed with the Bylaws.

**Section 2. Nominations.** The Nominating Committee shall consist of the Parliamentarian as Chair and four (4) General Members plus one alternate.

- a. The President may NOT be a member of the Nominating Committee.
- b. One member shall be elected at the June Board meeting from the Board membership.
- c. The four remaining members and the alternate shall be nominated and elected by the membership at the June General meeting. If more than four (4) names are put into nomination for this committee, election shall be by paper ballot.
- d. The names of the Nominating Committee shall be published in the July Guild Newsletter.
- e. The Nominating Committee shall:
  - 1. Identify eligible officers (i.e., not termed out) willing to continue in their position.
  - 2. At the July meeting, request nominees.
  - 3. Contact the membership by phone or email to solicit potential candidates.
  - 4. Ascertain that members proposed for nomination satisfy all eligibility requirements.
  - 5. Contact each member proposed for nomination before the August meeting to obtain his or her consent to become a nominee.

6. Solicit additional eligible members as needed to fill the slate.

7. Present the slate of officers at the August meeting and call for nominations from the floor.

Nominations from the floor may be made at the August general meeting, with the consent of the nominee, after which nominations shall be closed.

8. Present the slate of officers to the membership in the September Guild Newsletter and at the annual meeting.

**Section 3. Voting Rights.** Paid General members in good standing shall have full voting rights in any general or special meeting.

**Section 4. Representation.**

a. Each member at any Guild meeting shall vote in person only or by signed absentee ballot; no proxy votes allowed.

b. One vote representing each office shall be allowed.

**ARTICLE VIII**

**PARLIAMENTARY AUTHORITY**

The rules contained in the current Bylaws shall govern the Guild in all cases to which they are applicable and any special rules of order the Guild may adopt.

**ARTICLE IX**

**DISSOLUTION OF ORGANIZATION**

The membership may vote to dissolve the Seashore Quilters Guild, Inc., at any general meeting of the Guild by a two-thirds vote, provided that a motion to dissolve has been submitted in writing at the previous general meeting. By the ninetieth day following an affirmative vote to dissolve the Seashore Quilters Guild, Inc., all cash and other assets owned by the Guild shall be donated to the non-profit organization(s) approved by a majority vote of the members at the time the motion to dissolve is passed. The organization(s) to which the assets are distributed shall be organized and operated exclusively for charitable and educational purposes and which has/have established status under Section 501(c)(3) of the Internal Revenue Code and which has/have established its tax- exempt status under Section 23701d of the California Revenue Taxation code. The dissolution procedure shall follow the Parliamentary Authority as defined in Article VIII of these Bylaws.

**ARTICLE X**

**AMENDMENT/REVISION OF BYLAWS**

**Section 1. PROPOSED AMENDMENTS/REVISIONS**


a. Proposed amendments/revisions to these Bylaws may be presented to the Board by any regular member of the Guild. The proposed amendment shall be presented to the general membership after approval by a two-thirds vote of the Board present and voting at a Board meeting.

b. Amendments/revisions may also be presented to the General Membership by a written petition signed by at least ten percent of the regular members.

**Section 2. NOTICE** - seven (7) days in advance of a vote on the amendment/revision of Bylaws, each General Member shall receive written notice of that vote as well as a copy of all amendments/revisions to be considered.

**Section 3. ADOPTION** of amendments/revisions shall be by a majority vote at a general or special meeting. Amendments/revisions shall be effective as of the date of adoption or as specified by the amendment/revision.

**Section 4.** These bylaws shall be reviewed by the Bylaws Committee at a minimum of every five (5) years.

 7/11/27

Robin Gallagher, Secretary

Seashore Quilters Guild

 7/19

Lynne Crisafi, President

Seashore Quilters Guild