

**BYLAWS OF
ACACIA QUILT GUILD OF ORANGE COUNTY
Amended and restated November 2, 2023**

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ARTICLE I - NAME

The name of this organization shall be **ACACIA QUILT GUILD OF ORANGE COUNTY**, a non-profit corporation in Buena Park, California, hereinafter referred to as the Guild.

ARTICLE II – OBJECTIVE

Section 1. This Guild shall be organized for educational and charitable purposes. The objectives of this organization shall be:

- a) To preserve the heritage of quilt making and to educate the public as to its significance.
- b) To further the quilting knowledge, education, and skill levels of the members of this Guild through educational meetings, quilting workshops, social activities, travel, and friendship; and
- c) To provide opportunities for Guild members to use their skills and talents for philanthropic projects that make items to benefit local communities and make items that will benefit other philanthropic organizations.

Section 2. **NON-PROFIT STATUS**

- a) This Guild is incorporated as a non-profit organization under the laws of the State of California and has been granted tax-exempt status by the IRS as a non-profit 501(c)(3) organization.
- b) As such, all donations and financial contributions made to the Guild by an individual, business, or organization shall be tax deductible.
- c) The Guild is not organized for personal profit. All activities of the Guild shall be conducted so that no part of the net income shall benefit any individual member except:
 - i. as noted in the Bylaws and Standing Policies.
 - ii. when a member is hired as a quilting lecturer/instructor by the Board and receives compensation.

ARTICLE III - MEMBERSHIP

Section 1. Membership in this Guild shall be open to anyone, age 18 or older, who is interested in quilting and the objectives of this Guild. Individuals under age 18 need Board approval to join and their membership shall be determined on a case-by-case basis.

Section 2. To become a member of this Guild, each member must pay dues as established by the Board unless they have been awarded Lifetime Membership.

Section 3. The membership year is June 1st through May 31st.

Section 4. MEMBERSHIP CATEGORIES

a) General Members

- i. Membership is open to any adult who is interested in the objectives of the Guild.
- ii. General Members may participate in Guild activities, serve on committees, have voting privileges, have the right to hold office, and may serve as a committee chair.
- iii. General Members must agree to abide by the Bylaws and the Standing Policies of the Guild.

b) Charter Members

- i. Charter Member status is designated for those general Members who joined the Guild during the first four months of its existence: June, July, August, and September of 2004.* CORRECTED YEAR*
- ii. They are designated as such in the *Membership Directory*.

c) Lifetime Members

- i. Lifetime Member status is conferred to the Presidents upon the completion of their term of office prior to June 1, 2025. After this date, the President does not pay membership dues during the term of their presidency but will not become a Lifetime Member.
- ii. Lifetime Member status may also be conferred upon members who have displayed an extraordinary level of contribution to the work of the Guild.
- iii. Lifetime Members may participate in all activities and are eligible to vote.
- iv. Lifetime Members are not required to pay annual dues.
- v. They are designated as such in the *Membership Directory*.
- vi. The process to nominate and approve Lifetime Members is:
 - o Fill out an application which includes written documentation of their qualifications or reason for the nomination. The essay should include
 - the type of service provided to the guild.
 - How the nominee used the service to advance the mission of the guild
 - Must be an active member for at least one year and be in good standing with the membership.
 - o The board reviews the candidate documentation to approve or deny the request.
 - o The board will provide written feedback to the members that have submitted the recommendation request.

Added because it was missing from the STANDING POLICIES

ARTICLE IV - THE BOARD

Section 1. DUTIES

- a) The Board of Directors shall consist of all elected officers. Standing committee chairs which are appointed by approval hold a position on the board (See position descriptions for full details). The elected and appointed committee chairpersons (herein referred to as Board) of the Acacia Quilt Guild of Orange County.
- b) Auxiliary Committee Members are defined in the Position Descriptions. The members holding auxiliary positions are not considered board members. Any member of the Guild is allowed to attend board meetings and have a right to voice their opinion but do not have rights to vote on board matters or issues.
- c) 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 Policies.
- d) All members (elected, appointed, auxiliary, and general) shall report to the President unless otherwise stated in the Standing Policies, Position Descriptions or Bylaws.

Section 2. BOARD MEETINGS

- a) Meetings of the Board shall be held monthly. The format, day, and hour of the monthly meeting shall be established by each Board for its term of office.
- b) A quorum is the number of Board members required to transact Guild business at a Board Meeting. A minimum of three (3) officers, plus two (2) committee chairs shall constitute a quorum at a Board Meeting.
- c) The term of the Board is from the June General Guild Meeting installation to the following June installation.
- d) Board members are elected or appointed for a maximum of two 1-year terms or until a successor is appointed.
- e) All matters brought before the Board shall be decided by a majority vote of those present and voting.
- f) Board members are required to attend Board Meetings. If a member misses more than two consecutive meetings without prior presidential approval, the Board has the authority to declare that position vacant.
- g) All Board Members shall present reports (either written or verbal as defined in their position descriptions) at each monthly Board Meeting.
- h) If a Board member is unable to attend the meeting, their absence must be reported to the President prior to the meeting and a written report submitted prior to the meeting where applicable. The board member may have a substitute member attend the meeting on their behalf, but that member does not have the right or privilege to vote on board matters.
- i) Board members accepting positions agree to perform their duties proficiently in the best interest of the Guild.
- j) Board Meetings are open to all members.

ARTICLE V - OFFICERS AND APPOINTED POSITIONS

Section 1. ELECTED OFFICERS

- a) The Elected Officers of the Board shall be President, 1st Vice President - At Large, 2nd Vice President - Programs & Workshops, Secretary, and Treasurer.

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****TEXT HIGHLIGHTED IN GREEN WAS ADDED BY THE AD HOC COMMITTEE****

- b) These officers shall perform the duties ~~prescribed~~ **described** in the **Position Descriptions or Standing Policies** and are required to attend monthly Board Meetings and shall have a vote on Board matters.

Section 2. APPOINTED COMMITTEE CHAIRS

- a) Committee chairpersons will be appointed by the President-Elect with current Board approval. Committee Chairpersons have a total of one (1) vote regardless of how many co-chairpersons share the position. In the event, the co-chairs disagree, they shall abstain from voting. Committee chairpersons shall select necessary committee members.
- b) The appointed committee chairs of the Guild are listed in the Position Descriptions. (See page 8 of the membership directory)**
- c) Appointed officers shall not assume responsibility until approved by the elected Board members.
- d) These officers shall perform the duties described in the Standing Policies **or Position Descriptions** and are required to attend Board Meetings and shall have a vote in Board matters.

Section 3. AUXILIARY POSITIONS

- a) Auxiliary Positions are held by General members to assist the Board.
- b) Members holding these positions are Auxiliary Board Members; therefore, they are not required to attend Board Meetings and do not have a vote on Board matters.
- c) Auxiliary positions shall perform the duties described in the Standing Policies or Position Descriptions.**

Section 4. SPECIAL COMMITTEES

Special Committees may be created or abolished by a majority vote of the Board. **(Please see Position Descriptions for additional information.)**

ARTICLE VI - ELECTIONS

Section 1. The Nominating Committee (consisting of the Parliamentarian as Chair, one Board member from the Board, and one General member) shall be formed in January to seek candidates for the elected offices. The slate of proposed elected officers shall be presented to the Board at the March Board Meeting. The slate of proposed officers shall be published in the April newsletter and be presented at the April General Meeting. The election shall be held at the May General Meeting.

Section 2. Additional nominations may be made from the floor at the April General Meeting with the written or verbal consent of those nominated.

Section 3. If there is only one nominee for each office, the slate may be elected by a voice vote of the majority of members present at the Annual Business Meeting. Otherwise, if there is more than one nominee for any office, voting shall be conducted by written ballot.

Section 4. An absentee ballot shall be published in the newsletter for those members unable to attend the May General Meeting. **This ballot shall be received by the Parliamentarian prior to the start of May general meeting to be counted. The Parliamentarian will advise the choice of delivery via the newsletter,**

Section 5. The newly elected officers will take office in June after being installed.

Section 6. ELIGIBILITY FOR OFFICE

- a) Any General Member shall be eligible to hold office. Candidates for office who were elected at the Annual Business Meeting in May must renew their membership by the end of the May General Meeting.
- b) **It is recommended that the** Candidates for President and Treasurer ~~shall have served on the Board for one year.~~ **held a different position on the Board prior to their term but it is not a requirement.**
- c) No officer or auxiliary position shall serve for more than two (2) consecutive terms in the same office unless the Nominating Committee is unable to find a candidate.

Section 7. The ELECTION OF OFFICERS shall be held at the Annual Business Meeting in May. The list of nominees for each office shall be published in the May newsletter. Officers shall be elected by a majority vote of the General membership.

Section 8. TERM OF OFFICE:

- a) **The president and treasurer positions shall be a two (2) year term, all other** For elected officers shall be one (1) year **term** beginning at the close of the meeting at which they are ~~elected~~ **installed by the Parliamentarian.**
- b) For the position of Treasurer, the outgoing Treasurer will stay on until July 31st alongside the newly elected Treasurer in order to facilitate the change of signature authorization on Guild bank accounts, the transfer of all records, books, and data, and the closure of the fiscal year documents.
- c) Appointed officers and auxiliary positions shall begin on the date their appointment is approved and continue until the end of the next annual meeting.
- d) An officer who has served more than half a term (more than six months) is considered to have served a full term.

Section 9. SHARED POSITIONS

No more than two people shall be elected or appointed to serve in one office. There will only be one vote per office.

Section 10. OFFICER VACANCIES

- a) *Resignation of Officers.* An officer or chairperson may resign at any time by giving 15 days written notice to the Board. Resignations shall take effect two (2) weeks from the date of the notice.
- b) *Removal of Officers.*
 - i. An officer may be removed from office with just cause at any time if approved by a two-third vote of the regular membership at a General Meeting.
 - ii. Just cause includes fiscal impropriety, negligence of one's duties, failure to attend meetings/absent without permission.
- c) *Presidential Vacancy.* In the event the President is unable to complete his/her term, the 1st Vice President - At Large shall assume the presidency for the remainder of the term. A new 1st Vice President - At Large shall be elected by special election held at a General Meeting.
- 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 regular membership at the next General Meeting.

ARTICLE VII - MEETINGS

Section 1. The General Meeting of this Guild will be held monthly at the date, time, and location set by the Board.

- a) The General Meeting in the month of May shall be designated as the Annual Business Meeting at which the Guild Officers shall be elected, and the Annual Budget shall be approved for the upcoming year.
- b) **Written** annual reports shall be submitted **to the newly elected president** by officers and committee chairs at or before the **June general** meeting, unless otherwise stated in these Bylaws.
- c) If the Guild needs to find a new meeting location, the Board shall appoint a special committee to recommend an alternate permanent meeting place. The Board shall submit any proposed change in meeting place to the membership for approval with 30 days' written or electronic notice.

Section 2. Quorum.

A quorum is the number of Board members required to transact Guild business at a Board Meeting. A minimum of three (3) officers plus two (2) committee chairs shall constitute a quorum at a Board Meeting.

Section 3. Electronic/Virtual Meetings

- a) The Guild and its committees may hold electronic/virtual meetings, as needed. Electronic/virtual meetings must provide, as a minimum, for all participants to be able to see and/or hear each other simultaneously.
- b) The Guild shall adopt Standing Policies on how to run such meetings.

Section 4. Special Meetings

- a) A Special Meeting (or "Called Meeting") is a separate session of the Guild held at a time different from that of any General Meeting which is 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 or by the Board.
- c) The purpose of the meeting shall be stated in the call **advance to the meeting date.**
- d) A Special Meeting shall take place after a minimum of 3 days' written or electronic notice to all **requested attendees or** to the General Membership.

Section 5. Visitors

Visitors may attend any General Meetings by paying the fee determined by the Board. Invited guests attending a General Meeting may have fees waived per the discretion of the President and/or Board. **The membership chair must be informed of this prior to the meeting.**

ARTICLE VIII - AUTHORITY

Section 1. Unless otherwise provided for, all motions at the monthly General Meetings may be passed by a simple majority vote of those members present who are eligible to vote.

- Section 2. All contracts of the Guild must be ratified **reviewed** by the Board **the current President prior to signing the agreement.**

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****TEXT HIGHLIGHTED IN GREEN WAS ADDED BY THE AD HOC COMMITTEE****

- The 2nd Vice President - Programs and Workshops shall be responsible for the Guild's speaker and workshop contracts.
- A copy of the ~~and must be~~ signed contract shall be provided to the President, Secretary and Treasurer by the workshop chairperson responsible at the time of signing.

Section 3. The Guild may opt to indemnify each of its officers, board members, and other designated agents against expenses, etc., involved with legal proceedings (actual or pending) to the fullest extent possible under California Corporations Law. This is covered by the SCCQG insurance policy.

Section 4. 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 liability under the provisions of this Section 4.

Section 5. The use of the Guild name or Logo is covered under the Standing Policies.

Section 6. The President is the representative of the guild unless authorization is provided in advance to a designated alternative member to serve in her place.

ARTICLE IX - AMENDMENT OF BYLAWS

These Bylaws may be amended by doing all of the following:

- a) Proposed amendments/revisions to these Bylaws may be presented to the Board by any regular member of the Guild. The proposed amendment(s) shall be presented to the general membership after a vote taken at a Board Meeting and via approval by a two-thirds vote of the Board present at that meeting.
- b) Proposed changes shall be posted on the website. Additionally, written notice via email and/or the newsletter shall be provided thirty (30) days in advance of a vote on the amendment/revision of Bylaws. A virtual copy of the proposed changes will be emailed to each member.
- c) 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.
- d) These Bylaws shall be reviewed by the Bylaws Committee at a minimum of every five (5) years.

ARTICLE X - DISSOLUTION OF GUILD

Section 1. The membership may vote to dissolve ACACIA QUILT GUILD OF ORANGE COUNTY by a two-thirds vote at any General Meeting of the Guild provided that a motion to dissolve was submitted in writing at the previous General Meeting.

Section 2 By the ninetieth (90) day following an affirmative vote to dissolve ACACIA QUILT GUILD OF ORANGE COUNTY, all cash and other assets owned by the Guild shall be donated to non-profit organization(s). The Board shall select the recipient organizations.

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Section 3. At all times there must be a President and Treasurer in office. If these positions cannot be filled the guild can be dissolved.

Revised/Board Approved: March 21, 2013; October 19, 2023

Membership Approved: May 2, 2013; November 2, 2023

Ad Hoc Committee Review: August 5, 2025.

Please acknowledge receipt and provide feedback. Any request for changes or questions need to be provided via email to all members of the Ad Hoc Committee by Friday August 15, 2025.

Helene Born hborn07@yahoo.com

Diane Sanchez ds11548@gmail.com

Farzana Molvi farzana.molvi@gmail.com