

Orange County Quilters Guild

Bylaws



Note: In Article II, Section 2, below it states that

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).

Please note that Orange County Quilters Guild is in the process of applying for 501(c)(3) status. If OCQG does not receive 501(c)(3) approval, OCQG will continue as our current status, 501(c)(4).

These *Bylaws* were approved by the OCQG
Membership on October 8, 2024

Bylaws



**ORANGE COUNTY QUILTERS GUILD
BYLAWS**

ARTICLE I - NAME

The name of this organization shall be the ORANGE COUNTY QUILTERS GUILD, hereinafter referred to as the Guild.

ARTICLE II - PURPOSE & LIMITATIONS

Section 1 The purpose of this Guild shall be

- a) To promote and preserve the art of quilting, provide education and resources to its Members and engage in education and charitable activities that benefit the community.
- b) To have an exchange of ideas among those interested in or engaged in quilting and sewing including thread painting, embroidery, needlepoint and other forms of fiber arts.
- c) To encourage and maintain excellence and high standards in design and techniques in quilting.
- d) To instruct and inspire creativity and personal achievement in quilting as a life skill for Members and others.
- e) To use our skills in quilting to reach out to philanthropic and charitable organizations, providing quilts to those in need in our communities such as children, first responders, veterans, seniors, and others.

Section 2 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-

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profit 501(c)(3). The Guild is not organized for personal profit or private gain. All activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual Member, except as noted in the Bylaws and Standing Policies and except as that Member may be hired as a principal lecturer/teacher by the Board.

Section 3 In the event of dissolution, any and all properties owned by the Guild shall be distributed only to 501(c)(3) organizations which qualify as non-profit under the IRS code of the U.S. Government and as the Board shall select as recipients.

ARTICLE III - MEMBERSHIP

Section 1 Membership in this Guild shall be open to anyone interested in quilting. The Membership year is March 1 through the last day of February. To become a Member of the Guild, each individual:

- Must pay annual dues as established by the Board and approved by the Membership.
- Must agree to abide by the ByLaws and the Standing Policies of the Guild.

Section 2 There are four categories of Membership.

- 1) **General Membership** is defined as an individual who submits an application or a renewal application, pays dues, and is in good standing.
- 2) **Presidents' Membership**, effective beginning March 2025, is for those who complete one or

two terms as President. At completion, a free Membership of two years will be given upon submitting an annual registration renewal form for each of the two years.

- 3) **Active Lifetime Membership**, previously called Lifetime Members or former Presidents, will retain free Membership if they complete an annual registration form each year.
- 4) **Junior Associate** Membership is defined as a youth, age 12 to 18, who is interested in quilting. A Junior Associate Member pays a discounted Membership fee and agrees to abide by the Bylaws and Standing Policies of the Guild.

Section 3 The Board is authorized to establish, with the approval of the Membership, an appropriate numerical limitation on the size of the Guild Membership as is necessary to sustain an effective organization.

ARTICLE IV - THE BOARD

Section 1 The Board shall consist of all elected officers, hereinafter called the **Executive Board**, and, appointed officers, hereinafter called **Standing Committee Chairpersons**, and includes the Past President.

Section 2 **Executive Board** - Is elected with voting privileges and shall consist of:

- President
- 1st Vice President (Programs)
- 2nd Vice President (Workshops)
- Ways & Means
- Secretary
- Treasurer

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With the exception of President, Secretary, or Treasurer, these positions may be co-chaired by two or more Members. If co-chaired, there is only one vote per position. If the co-chairs cannot agree on their vote, they should abstain from voting.

Section 3 Qualifications - President

Before being considered for the position of **President**, a potential nominee must have

- at least two years as a Member of the Orange County Quilters Guild, and
- held a different position on the Board for at least one full year.

Section 4 Qualifications - Executive Board

Before being considered for a position on the **Executive Board**, an individual must be a Member of the Orange County Quilters Guild for the past two consecutive years.

Section 5 Executive Board Nominees will be voted on at the November Guild meeting and installed at the February Business meeting to begin their terms March 1.

Those Members taking positions for the first time will be considered "Elects" (President Elect, 1st VP Elect, etc.). From the election in November until the last day of February, the Elects will train alongside the current Executive Board Member, attending meetings and assisting with other duties. Their Term will begin March 1.

Section 6 Executive Board Members may serve a maximum of two consecutive one-year terms in the same position. A partial year of 180 days or more is considered one term. Sharing a Board position counts as one term for each person co-chairing.

Following two one-year terms, if a position remains unfilled for the Executive Board, the current officer may be offered an additional one year term, maximum.

Section 7 The President, Secretary and Treasurer of the Guild shall serve as the **Board of Directors** of this organization for the purposes of incorporation.

Section 8 **Standing Committee Board Members** are appointed by the President with Board approval, with the exception of the Past President. Each has voting privileges. They shall consist of

- Past President
- Community Outreach
- Membership
- Newsletter Editor
- Parliamentarian

Each position, with the exception of the Past President, may be co-chaired by two or more Members. If co-chaired, there is only one vote per position. In the event the co-chairs disagree, they shall abstain from voting.

Section 9

- All Board Members are required to attend Board meetings.
- All Board Members shall present reports, written or verbal, at each Board or General Membership meeting.
- If a Board Member is unable to attend the meeting, the absence must be reported to the President prior to the meeting.

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- Committee Chairpersons (Standing and General) will select necessary Committee Members with the approval of the Board.

Board Members accepting positions agree to perform their duties proficiently in the best interest of the Guild.

Section 10 The term of the Board is from March 1 through the last day of February, the following year.

Article V - ELECTED OFFICES AND DUTIES

Section 1 The Executive Board

A) President:

- Sets the Agenda for the term in office with the exception of those events that have been pre-determined to be annual events.
- Presides at all meetings of the Guild and the Board and calls special meetings when needed, including Zoom (or similar).
- Oversees all Guild activities.
- Appoints, with Board approval, all Committee Chairpersons and serves as Ex-officio member of all committees, except the Nominating Committee.
- May appoint special committees to meet specific needs of the Guild at any time.
- Must review and sign all contracts, commitments, and online commitments, with the exception of contracts previously agreed to by the 1st Vice President.
- Will review all bank and financial statements and forward to the Treasurer.
- See standing policies for additional information.

B) The 1st Vice President - Programs

- In the absence, resignation or removal of the President, serves and performs the duties of the President.
- Schedules and contracts for programs and workshops, approved by the Board.
- All signed contracts are to be provided to the President and Treasurer.
- Submits a budget, to include 2nd Vice President expenses, to the Treasurer and Budget Committee by October for the next fiscal year.
- See standing policies for additional information.

C) 2nd Vice President - Workshops

- In the absence of the 1st Vice President, or resignation or removal of the President, will serve as, and perform the duties of the 1st Vice President as deemed necessary by the Board.
- Shall register students, collect fees and promote the workshops.
- Work closely with 1st Vice President to prepare a Budget by October for the next fiscal year.
- See standing policies for additional information.

D) Ways & Means

- Responsible for committees associated with fundraising, excluding occasional one-time, short-term fundraising projects.
- Oversees, selects Committee Chairs, or may Chair a position when needed for
 - Quilts In the Garden
 - Retreats
 - Opportunity Quilts
 - Sponsorships and Grants
 - Raffles

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- Other Events (approved by Board)
- Each of the committees under the Ways & Means Chairman are considered non-voting General Committees (See Article VII).
- Works with President and any other Member on fundraising suggestions.
- Works with and assists each Committee Chairperson to develop an Annual Budget for the Budget committee by October for the next fiscal year.
- Works with the assistance of the 501(c)(3) Chair and Treasurer to be sure the required reports are completed for raffles and fundraisers, and that grants comply with the regulations.
- Will notify the Treasurer when a Request for Insurance Certification is needed for a venue other than our standard meeting location.
- See standing policies for additional information.

E) Secretary

- Shall record the proceedings and maintain a record of both the General and Board meetings and special meetings as called by the President.
- Prepares the minutes, as recommended by the Attorney General's office, to accurately portray the board's discussion and decisions, providing a record supporting the board's decisions. It acts as evidence that meetings were held, and matters referenced were decided.
- Will make note of who is in attendance for quorum requirements.
- Will record the number of votes required for board approval, actions by unanimous written consent, and actions by committee.

- Shall submit the minutes to the Board, prior to the following Board meeting, for review, corrections, and final approval before filing for the Membership to read.
- Shall retain a record of all meetings.
- See standing policies for additional information.

F) Treasurer

- Shall maintain accurate books, recording all of the Guild's properties and transactions.
- Shall prepare Financial Statements and Reports required to comply with Federal and State regulations, and submit to the Board prior to the next monthly board meeting.
- Shall collect and deposit all monies and other valuables in the name, and to the credit of the Guild.
- Is responsible for the filing of tax returns for the fiscal year end in which the term was served.
- Shall act as Chairperson of the Budget Committee which consists of one Member from the Board and three volunteers from the General Membership. This committee shall prepare an annual budget proposal for presentation by the Treasurer at the annual business meeting in February.
- Each quarter, the Treasurer will have a simple audit for accuracy by the **Internal Auditor**. In addition, the Treasurer shall submit the books for a final audit within 30 days of fiscal year end, or the President, with Board approval, can have an annual audit completed by a professional and paid for from the budget.
- See standing policies for additional information.

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Article VI - Standing Committees and Duties

Section 1 Following the election, the President Elect (who could also be the current President) will appoint new or renew Standing Committee Chairpersons. The Board will approve all appointments.

Section 2 Standing Committee Chairpersons have one vote regardless of how many co-chairpersons share the position. In the event the co-chairs disagree, they shall abstain from voting.

Section 3 Board Members shall present reports (either written or verbal as defined in their position descriptions) at each monthly Board meeting. If a Board Member is unable to attend the meeting, the absence must be reported to the President prior to the meeting.

Section 4 Past President

- Shall serve as an advisor to the current President.
- Remains as a voting Member of the Board until the current President's term expires.
- Shall be the **Internal Auditor** and inspect the records of the Treasurer quarterly.
- The Past President shall serve as Chairperson for the President's Quilt.

Section 5 Community Outreach/Special Events

- Shall be responsible for all details associated with interaction in the community to heighten awareness of quilting and other fiber arts.
- Oversees and selects Chairpersons and committee where needed for
 - OC Fair
 - Philanthropy

- Special Events (Not permanent events)
- Reaches out to the community to engage them in the art of quilting by using our skills to instruct and inspire
- Coordinates donations to charitable organizations through Philanthropy including Quilts for Kids, Veterans, and others.
- Attends monthly Board Meetings.
- Provides an Annual Budget for the next fiscal year.
- See standing policies for additional information.

Section 6 **Membership Chairperson**

- Shall collect yearly dues and keep all records and lists up to date.
- Shall notify Members at the General Meeting, in the Newsletter, or by email when renewal fees are due.
- Coordinates with the General Meeting Sign-in Desk.
- See standing policies for additional information.

Section 7 **Newsletter Editor**

- Receives articles and submissions from the Board and Committee Chairpersons.
- Constructs and edits newsletter to post on website, seeking President's approval prior to posting.
- See standing policies for additional information.

Section 8 **Parliamentarian**

- Directs the Board and Membership in accordance with the Guild's Bylaws and Standing Policies.
- Shall be prepared to answer questions and interpret the Bylaws when requested and remind officers of procedures.

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- Shall select a Chairperson and committee to review the Bylaws and Standing Policies every even year, or as needed.
- Shall form a nominating committee and present the slate of officers to the Board at the October Board meeting for approval.
- Shall be familiar with Guild Bylaws, Standing Policies and Roberts Rules of Order (Newest edition).
- See standing policies for additional information.

Section 9 It is recommended that each Standing Committee Chairperson shall try to seek an assistant with the help of the President or the Volunteer Coordinator.

Article VII- GENERAL COMMITTEES (Non-voting)

Section 1 Chairpersons for General Committees, as needed, shall be appointed by the President/President Elect except for General Committee Chairpersons who are appointed by *Ways & Means* and *Community Outreach*. All appointees are to be approved by the Board.

General Committees shall be defined in the Standing Policies.

General Committee Members can hold more than one position.

Article VIII - Elections

Section 1 The Nominating Committee

- Parliamentarian shall form a committee of five (one member from the Board, three volunteers from the general membership plus the Parliamentarian).

- Shall be formed in **August** to seek candidates for office for presentation in **October**.
- No Member of the nominating committee may be nominated for an elected office.
- The list of candidates for office shall be published in the monthly newsletter, and/or emailed 21 days or more, prior to the November General Meeting.

Section 2 Additional nominations may be made from the floor at the October General Meeting with the written consent of those nominees.

Section 3 At the November General Meeting, if there is only one nominee for each office, the slate may be elected by voice vote or hand vote. A simple majority vote of Members present is needed to confirm the slate. All Members attending the General Meeting via Zoom will have one vote each.

Article IX - Vacancies

Section 1 If a **Standing Committee Board Member** is not able to serve their full term and desires to resign, they must submit their resignation in writing to the Board and the Board must vote to accept it. Until accepted, the Board Member maintains their position, unless the Member has relocated out of the area or has passed away. The **President** may select a replacement for the remainder of the term with the approval of the Board.

Section 2 If an **Executive Board Member** resigns in writing, or a position is vacated (e.g., illness or death), the **Board** will nominate and vote to replace that position for the remainder of the term.

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Section 3 If a Member of the of the **Board of Directors** (i.e., President, Secretary, or Treasurer) resigns, the President must replace that office as soon as possible. If the **President resigns**, the **1st Vice President** will step in to fill the vacancy. Upon resignation of the **Secretary** or **Treasurer**, they must present a letter of resignation and the Board must accept it before the positions can be filled. Directors must remain in their positions until a replacement is found and all necessary notifications are sent to the appropriate government agencies, signatures canceled on bank accounts, and Debit/Credit cards are turned in. Any new appointee must qualify as stated in the Bylaws for the position being filled.

Section 4 Non-Performance or Violations of Conduct Should a **Board Member**, other than an elected officer, not perform the required duties as specified in the position description and in accordance with the Bylaws and Standing Policies, after evaluation and a vote by the Board, the Member shall vacate the position. The President or Board will replace following the guidelines set.

Article X - Meetings

Section 1 General Meetings of this Guild will be held monthly at the date, time and location set by the Board with the approval of the Membership.

Section 2 Attendance at Board meetings is required for Board Members. If a Board Member has missed more than three consecutive Board meetings without being excused, the Board has the authority to declare the office vacant. All Members of the Guild are invited to attend the Board meetings without the opportunity to make motions or vote.

Section 3 Electronic Meetings

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.
- The Guild **shall adopt Standing Rules** for the conduct of such meetings.
- Voting can be conducted during an electronic/virtual meeting.

Ref: Rules for Electronic/Virtual Meetings, National Association of Parliamentarians, 2009, pp. 19-22 and Robert's Rules of Order Newly Revised (12th ed.), (2020), 9:30-36

Article XI - Authority**Section 1 Quorums**

- **Guild Business at General Meeting - (25%/Majority)**

The quorum is the number of Members required to transact Guild business at a General Meeting. A quorum requires more than **25%** of the current active Members to be in attendance. Unless otherwise required, all motions may be acted upon by a simple majority vote (more than 50%) of those Members present who are entitled to vote on the matter.

- **Board Quorum - (50%+/Majority)**

A quorum, defined as more than **50%** of the Board Members, must be present before any business can be discussed or motions made. To pass a motion, a vote in favor (i.e., "yes") by 50% or more of the Board Members present is needed.

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- **Bylaws Amendments (25% / 2/3)**

Quorum - to pass any Bylaw, amendments, or revisions, a quorum of **25%** of the Membership must be present. The Bylaw is certified by approval of **two-thirds vote of the Members in attendance**.

Section 2 ***Contracts and Services***

All contracts, including e-online and long-term agreements, excluding those made by the 1st Vice President and Ways & Means Chairperson, must be approved by the Board prior to signature and must be signed or agreed to by the President, with a copy provided to the Treasurer. Members are not permitted to contract or acquire services or pay from personal funds for any services unless first approved by the President. Proof of payment and receipt must be submitted to the Treasurer for reimbursement within 90 days. Otherwise, reimbursement will be forfeited.

Section 3 In conducting the affairs of this Guild, the final authority for procedure shall be the most recent version of Roberts Rules of Order (Newest Edition) wherever applicable and not inconsistent with these Bylaws.

Section 4 The terms “agent,” “proceeding,” and “expense” made here shall have the same meaning as such terms in Section 7237 of the Nonprofit Corporation Law, as amended. The Guild may indemnify each of its agents against expenses, judgements, 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 fullest extent possible by the provision of the Nonprofit Corporation Law. 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.

Section 5 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 Section 4 above.

Article XII Amendment of Bylaws

Section 1 These bylaws may be amended by doing all of the following:

- Present proposed amendments for review and approval by the Board.
- Notify all Members of the Guild in writing 21 days prior to a General Meeting, by newsletter and email.
- Ensure there is a quorum present at the General Meeting (See Article XI).
- Certify approval by a two-thirds vote of the Members in attendance.