

**BY-LAWS OF
SIERRA QUILT GUILD of TUOLUMNE COUNTY, Inc.**
Revised November 13, 2006

Article I

Name of Guild

The name of this organization shall be the Sierra Quilt Guild of Tuolumne County, Inc., a California non-profit corporation, referred to as the Guild. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable, educational and public purposes.

Article II

Purpose of Guild

Section A:

The mission of the Guild shall be to provide an atmosphere of fellowship for persons interested in the art and craft of quilt making and related arts by the sharing of skills and knowledge in the field of quilt making; providing instruction to further the education, knowledge and skills in quilt making through lectures, workshops, seminars and travel; providing ongoing information on quilting events; contributing to community education and appreciation of the art of quilting.

Section B:

This Guild shall be a non-profit corporation under the laws of and on file with the State of California. As a non-profit corporation, the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member of the Guild. Notwithstanding the above, the following activities, neither of which violates the above requirement of a 501(c)(3) tax exempt organization pursuant to the Internal Revenue Code, are permitted: A member may be hired as a principal lecturer/teacher/or quilter by the Board of Directors and Guild members may sell items at the quilt show, either as a contracting vendor or in the Guild's boutique.

Section C:

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986 and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article III

Membership

Section A:

Members shall consist of persons who support the stated purpose of the Guild and shall be admitted to membership upon payment of annual dues and completion of a membership form. Members are prohibited from using the membership list for other than Guild activities. The principal office for the transaction of the activities and affairs of the corporation (principal office) is currently located at 540 Greenley Road, Sonora, Tuolumne County, California. The Board of Directors (Board) may change the principal office from one location to another in Tuolumne County. Any change of location of this principal office shall be noted by the Secretary on these By-Laws opposite this Section, or this Section may be amended to state the new location.

Section B:

Classification of Members:

Active Members: An active member shall participate in and support the projects and activities of the Guild; have the privilege of voting and holding office; receive a newsletter; and pay annual dues due the first general meeting of the year, in January, or prorated monthly upon joining.

Charter Members: Members who joined and paid their dues between September and December, 1989, and have since continuously been members of the Guild.

Junior Members: Junior Members ten to eighteen years of age shall have an individual sponsor. Membership becomes valid with payment of dues and completion of membership form, co-signed by a parent or guardian. Junior members shall have all the privileges of active members, except for holding office.

Affiliate Members: Affiliate memberships are available upon payment of affiliate dues as set by the Board. Affiliate members may be any business, but shall not have voting privileges, hold office or constitute any portion of a quorum.

Visitors: Visitors are welcome, but will be encouraged to join as members after the second visit. A nominal fee of \$3.00 shall be charged after the second visit.

Article IV

Meetings of Members

Section A:

Meetings of members shall be held on a date and at a place as designated by the Board of Directors. The current date for meetings of members is the second Monday of every month at

7:00 p.m. and the current place for such meetings is at the Senior Center located in Sonora, California. The Guild's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section B:

The annual financial meeting where an accounting shall be presented to the members by the Board of Directors shall be in May. A financial report prepared by the Audit Committee shall be available to the membership at this meeting.

Section C:

The annual meeting of members for the election of Directors and Officers shall take place at the November meeting. Each Director and Officer elected at the annual meeting shall serve a one (1) year term beginning January 1 of the following year. Members shall vote for five (5) of the nine (9) Directors (see Section A of Article V, below) at the annual meeting of members. All of the five (5) Directors elected by members shall constitute Officers of the Guild, although Directors (and not members) shall decide which offices such Directors shall serve. Any member in good standing may serve as an elected Director of the Guild.

Section D:

A quorum shall consist of twenty percent (20%) of the eligible voting membership of the Guild.

Section E:

There shall be no proxy voting. Voting shall be done specifically by ballot voting only by members who are present at the annual meeting.

Article V

Directors and Officers

Section A:

The Board of Directors of the Guild shall consist of nine (9) active members, consisting of the following: the five (5) Directors elected by the members (all of whom shall be elected as Officers of the Guild by the Directors), the Parliamentarian (who shall consist of the immediate past President), and three (3) committee Chairpersons nominated by the President from among the Chairpersons of standing committees. The annual meeting of the Board of Directors for the election of Officers shall take place at the November meeting subsequent to or concurrent with the annual meeting of members. The Directors shall at such meeting appoint among the five (5) Directors selected by the members the following elected offices: A President, First Vice-President, Second Vice-President, Secretary, Treasurer and Parliamentarian. Any active member in good standing may serve as Director or as an elected Officer of the Guild.

Section B:

Directors and Officers shall be elected to one year terms that begin the following January 1. No Officer shall serve in the same office for more than two consecutive years unless that service is approved by the membership.

Section C:

Elected Officers and Directors shall tender their resignation to the President, if they are no longer able to fulfill their duties to the Guild.

Section D:

1. The Directors shall appoint the replacement for a Director should a vacancy occur, which replacement Director shall serve until the next annual meeting. If the vacancy occurs in the office of President, the First Vice-President shall be appointed as President by the Board of Directors. If the vacancy occurs in any other office, the President shall have the right to re-designate the Officer positions to fill the vacancy until the next annual meeting.

2. A vacancy or vacancies on the Board or standing committee Chairperson shall exist on the occurrence of the following: (a) the death or resignation of any Director or Chairperson; (b) the declaration by resolution of the Board of a vacancy in the office of a Director or Chairperson who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Non-profit Public Benefit Corporation Law; (c) the appointment of a conservator for the person or the estate of a Director or Chairperson; (d) at the discretion of the Board, three (3) unexcused absences or six (6) unexcused and/or excused absences of a Director from regularly scheduled Board meetings within any consecutive one year period; (e) upon the vote of at least seventy-five percent (75%) of quorum of the eligible voting members at a duly noticed special meeting called for that purpose, with or without cause (not counting the vote of the affected Director); or (e) upon the unanimous vote of all Directors, at a duly noticed special meeting called for that purpose, with or without cause (not counting the vote of the affected Director).

Section E:

Each Officer and committee Chairperson shall keep a record/notebook outlining the duties and activities of that office during their term, to be passed on to the next member holding that office or serving as Chairperson. The Parliamentarian shall hold the master copies of each notebook.

Section F:

The Board of Directors and Officers of the Guild shall serve at the pleasure of the members of the Guild. The Guild's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors or Officers. All powers normally conferred on Directors by the California Non-Profit Public Benefit Corporations Code law shall be conferred on the Directors of the Guild. Five (5) members shall constitute a quorum of the Board.

Section G:

Meetings of the Board of Directors shall be held on a date and at a place as designated by the Board of Directors.

Section H:

The first duty of the Board of Directors shall be to adopt a balanced budget for the coming year.

Section I:

No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Guild for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of such persons. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Guild.

Article VI

Duties of Officers

Section A:

The President shall:

1. Shall preside at all general, special and Board meetings.
2. With the approval of the Officers, appoint all Committee Chairpersons.
3. Attend committee meetings as an ex officio member of the committee as necessary, except Nominating Committee meetings.
4. Coordinate committee activities.
5. Perform other duties as required, as official spokesperson for the Guild.
6. Serve as co-signer with Treasurer on checks issued by the Guild.

Section B:

The First Vice-President shall:

1. In the absence of the President, conduct Guild meetings and/or Board meetings.
2. Assume the responsibilities of President in the event the President cannot complete the term of elected office.
3. Oversee the review of the Guild By-Laws as necessary.
4. Serve as co-signer with Treasurer on checks of the Guild.

Section C:

The Second Vice-President shall:

1. Be responsible for arranging programs for the Guild meetings.
 - a. Contract with presenters and provide assistance as necessary.
2. Be responsible for arranging for workshops for the Guild membership, such as
 - a. Contracting with teachers.
 - b. Arranging for housing for teachers from outside the area.
 - c. Arranging for location of the workshops.
 - d. Register members for the classes and collect the workshop fee, or arrange for assistance with this duty when necessary.
3. Serve as co-signer with Treasurer on checks of the Guild.

Section D:

The Secretary shall:

1. Keep minutes of the general meetings, or arrange for a substitute in her absence.
2. Provide the minutes of the general meeting to the Newsletter Editor.
3. Keep minutes of the Board meeting or arrange for a substitute in her absence.
4. Provide the minutes of the Board meeting to the President.
5. Maintain a record of all minutes for the term of office.
6. Conduct correspondence for the Guild.

Section E:

The Treasurer shall:

1. Receive and bank all Guild monies.
2. Maintain bookkeeping records of all funds.
3. Disburse funds as authorized.
4. Serve as co-signer with other authorized Officers on checks of the Guild.
5. Make a financial statement available for the members.
6. Provide a financial statement to the Board of Directors.
7. Provide a complete financial report as prepared by the Audit Committee to be presented to the membership in May.

Section F:

The Parliamentarian shall:

1. Assure that proper parliamentary procedure is followed at both general meetings and Board meetings.
2. Serve as Chairperson of the Nominating Committee.
3. Collect, maintain and distribute the policy/procedures manual, and the record/notebook for each Officer and committee Chairperson.

Article VII

Committees

Section A:

The standing committees shall be the following, and the Chairperson of these committees shall be eligible for appointment to the Board of Directors:

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| 1. Community Service | 6. Quilt Show |
| 2. Membership | 7. Opportunity Quilt |
| 3. Newsletter | 8. Nominating |
| 4. Budget | 9. Audit |
| 5. Publicity | |

Section B:

The Chairperson of each committee shall select their committee, excepting for the Budget Committee. The Budget Committee shall include at a minimum, the Parliamentarian, the President, the Treasurer and the past Treasurer. Any additional committee members may be appointed by the Chairperson.

Section C:

Duties of the Standing Committees:

1. **Community Service:** Oversee community service activities sponsored by the Guild. Arrange for workshops to make quilts and distribute quilts to selected public service organizations in the community.
2. **Membership:** Maintain membership records; collect dues; distribute membership cards; report on status of membership; make membership list available to members.
3. **Newsletter:** Publish and distribute the monthly newsletter on a regular basis to members. The time for publication of the newsletter shall be established by the Board.
4. **Budget:** Meet and formulate the annual budget, prior to the first meeting of the calendar year.
5. **Publicity:** Supervise all publicity and media activity for the Guild. Provide information to newspapers, magazines, radio, etc., regarding Guild activities and the annual quilt show. Responsible for the making and distribution of postcards and bookmarks, and the printing of opportunity quilt tickets.
6. **Quilt Show:** Assume overall responsibility for the annual quilt show. Coordinate all show sub-committees. Coordinate with the Mother Lode Weavers & Spinners and the Sierra Needle Artists for show activities.
7. **Opportunity Quilt:** Oversee the selection of the design for the annual Opportunity Quilt, and the making of the quilt. Arrange for the display of the Opportunity Quilt, and the sale of opportunity tickets prior to the quilt show.
8. **Nominating:** Present slate of Officers to the general membership as outlined in Article IV.
9. **Audit:** Review the financial records of the Guild for the preceding fiscal year, and present a comprehensive report on the financial status of the Guild to the Board of Directors. The report shall be made available to the members at the May meeting.

Section D:

Other Committees/Individual Assignments:

The Board of Directors, on a motion approved by a majority of its members, providing a quorum is present, may create one or more committees. Appointments to committees shall be by the President, with the approval of the Board. Unless otherwise provided by Board approval, no actions taken by a committee shall be binding upon the Guild unless specifically approved by a majority of the Board.

Section E:
Meetings and Actions of Committees:

Meetings and actions of committees shall be governed in accordance with the provisions of these By-Laws concerning meetings and other Board actions, except that the time and place for their meetings may be determined informally by the committee Chairperson. Minutes of committee meetings may be kept at the discretion of the committee.

Article VIII

Finances

Section A:
The fiscal year shall be January 1 through December 31.

Section B:
Checks written on behalf of the Guild shall be signed by two authorized members of the Board of Directors.

Article IX

Parliamentary Authority

The rules contained in *Robert's Rules of Order* shall govern the meetings of this Guild to the extent the rules are consistent with these By-Laws.

Article X

Amendment

These By-Laws may be amended by a two-thirds vote of a quorum of members present and voting at any meeting of the Guild, provided the proposed amendments have been published in the newsletter preceding the meeting, or mailed directly to members prior to the meeting.

Article XI

Dissolution of the Guild

In the event the Guild ceases to be a functioning entity, all fiduciary obligations shall be satisfied to the extent possible. If any funds remain, they, along with any physical property belonging to the Guild, shall be donated to the Tuolumne County Public Library and/or appropriate local charitable organizations for their use.