

RIDGE QUILTERS' GUILD

BYLAWS

Approved January 16, 2024

ARTICLE 1 Name and Address:

Section 1.01 This nonprofit organization, incorporated under the State of California, shall be known as the Ridge Quilters' Guild (hereinafter known as the "Guild").

Section 1.02 The registered office of the Guild shall be P.O. Box 1668, Paradise, CA 95967-1668. The executive board may change the location of the principal office. The Guild may also have offices in such other places as the executive board may designate from time to time.

ARTICLE II Purpose (Mission Statement):

Section 2.01 The Guild is a nonprofit organization whose mission is to promote quilting through education, exhibitions, programs, workshops and to encourage philanthropic quilting for the benefit of our Guild, community, state, and country.

Section 2.02 The Guild shall be organized for education and charitable purposes under section 501(c)(3) of the Internal Revenue Code. All activities of the Guild shall be conducted in such a manner that no part of the net income shall inure to the benefit of any individual member, except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE III Membership:

Section 3.01 Membership is open to anyone with an interest in quilts or quilting.

Section 3.02 Regular Members – Definition:

- a. Regular members, who have paid full membership dues and are members of good standing, may participate in the activities of the Guild.
- b. A member of good standing is one who promotes the Guild's mission statement with a positive image.
- c. Nonpayment of dues shall terminate membership.

Section 3.03 Member Rights:

- a. All members are entitled to receive a Guild newsletter before the general meeting and to attend all meetings at no additional fee.
- b. Members are entitled to receive a copy of the Guild membership roster and have their name, address and other contact information included.
- c. The membership roster is not for commercial publication.
- d. Members are not to share the roster with anyone not a member of the Guild; to do so would result in the termination of their membership.
- e. Each regular member in attendance at the general meeting shall be entitled to one vote.
- f. Additional programs and workshops are subject to additional charges. See the Addendum to Bylaws, Operating Procedures.

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Section 3.04 Annual Membership Dues:

- a. All members shall pay dues in accordance with policies established by the executive board at a rate set by vote of the membership.
- b. Membership dues are nonrefundable.

Section 3.05 Fiscal Year:

- a. The Fiscal Year shall run from July 1 through June 30 of the following year.

ARTICLE IV Meetings:

Section 4.01 General Meetings:

- a. These meetings shall be held monthly at the designated meeting hall. The meeting locations, dates, and times shall be published in the Guild's newsletter and website.
- b. Minutes from the executive board meetings shall be available at the general meetings. A quorum shall be 35% + 1 of paid members. The board shall bring actions voted on at the board meeting to the general meetings. A quorum is required in order to hold a vote.
- c. Visitors are welcome to attend two (2) meetings or drop-ins, after which membership is required. Membership chair will charge visitors a fee when a paid guest speaker is scheduled for a general meeting.
- d. An informal gathering known as "drop-in" shall meet weekly (if possible) to work on projects and socialize. It is open to all members. Visitors may attend as stated in Article IV, Section 4.01 (c).
- e. The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable, and in which they are not in conflict with these bylaws of this organization.

Section 4.02 Board Meetings:

- a. Board meetings shall be held monthly at a time and place designated by the president. Meeting location, date and time shall be published in the Guild newsletter, calendar, and website.
- b. Any member is welcome to attend board meetings and have a voice, but only the members of the executive board are eligible to vote. Anything voted at the board meeting shall be brought to the general meeting. A quorum shall be 3 executive board members.
- c. General members should present discussion items to the executive board at the monthly executive board meeting.
- d. Special meetings for stated purposes may be called at the will of the executive board, or by petition of ten members. The membership will be notified by announcement at the regular meeting, newsletter and / or by email.

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- e. No budgeted amounts may be approved by the executive board without the approval of the General Membership not to exceed guidelines in operating procedures in one fiscal year.
- f. The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable, and in which they are not in conflict with these bylaws of this organization.

ARTICLE V **Bylaws Committee:**

Section 5.01 The president appoints the members of the committee.

Section 5.02 The committee members must be members in good standing.

Section 5.03 The committee shall consist of three (3) members, parliamentarian and president.

Section 5.04 Any bylaws changes must be submitted in writing to the ~~bylaws committee~~ executive board. The executive board will review and approve the proposed bylaw changes. The bylaws changes will be published in the newsletter for review. A vote will be taken at the following general meeting.

Section 5.05 These bylaws may be amended at any general meeting of the Guild by a two-thirds (2/3) vote of the membership present, provided that the amendment has been submitted in writing at the previous business meeting as stated in Section 5.04.

Section 5.06 President shall hold an electronic copy of the Bylaws and the Operating Procedures; secretary shall maintain the electronic copy of both items and update per the direction of the Board.

ARTICLE VI **Executive Officers:**

Section 6.01 Corporate officers shall include President, First Vice President (Programs chairperson), Second Vice President (Workshop chairperson), Secretary and Treasurer who will serve as the corporate board of directors. Duties of officers:

Section 6.02 President shall:

- a. Preside over the monthly board meetings and general meetings.
- b. Coordinate activities and ideas of members and the executive board.
- c. Prepare and follow an agenda for the board meeting and general meeting.
- d. Serve as chairperson of the executive board.
- e. Be an ex-officio member of all committees, with the exception of the nominating committee, without the right to vote except to break a tie.
- f. Arrange for an audit at the end of the fiscal year.
- g. Be authorized to sign all checks.
- h. Keep updated notebook with copies of corporation papers, insurance papers, rental agreement for storage unit and meeting place, inventory, treasurer report, events

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and raffle permits, and current newsletter, agendas for board and general meetings and miscellaneous.

- i. Retain keys to storage units and P. O. Box.
- j. Collect mail from P.O. Box in a timely manner.
- k. Oversee fundraising and other Guild events.
- l. Hold an electronic copy of the Bylaws and the Operating Procedures.
- m. On a monthly basis, send a President's Message to the newsletter chair.

Section 6.03 First Vice President (Program Chairperson) shall:

- a. Preside over meetings in the absence of the president.
- b. Be the program chairperson, arranging speakers for the regular business meetings, housing, and speaker fees.
- c. Provide information on programs for the newsletter and website.
- d. Be authorized to sign checks.
- e. Plan programs for the upcoming Guild year and submit them to the executive board for consideration and review.
- f. Prepare and follow up on speakers' contracts and letters of confirmation.
- g. Perform any other duties incidental to the position.

Section 6.04 Second Vice President (Workshop Chairperson) shall:

- a. Act in the absence of the president and first vice president.
- b. Be responsible for arranging all workshops for the Guild, teachers, locations, and fees.
- c. Administer all workshops for the current year.
- d. Provide information on workshops for the newsletter and website.
- e. Publicize and promote workshops.

Section 6.05 Secretary shall:

- a. Record minutes of regular, special, and executive board meetings and submit them to the newsletter chairperson, omitting the financial report, to be printed in the newsletter.
- b. Be responsible for all general Guild correspondence.
- c. Maintain a notebook of bylaws, operating procedures, treasurer reports, current newsletter, copies of minutes of the board meetings, general meetings, and correspondence of all other nonfinancial records relating to the Guild.
- d. Maintain a file of reports and correspondence from executive board members and special committee chairs.
- e. Receive a list of all Guild equipment and its physical location from the property chairperson and keep the president updated.
- f. Maintain and update the Bylaws and the Operating Procedures per the directions of the Board and / or the Bylaws Review Committee.

Section 6.06 Treasurer shall:

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- a. Act as custodian of the Guild's assets.
- b. Deposit and disburse the Guild's funds on approval by the membership according to budget-approved amounts.
- c. Maintain accurate records of all receipts and expenses.
- d. Produce a monthly financial report for the membership at the general meeting.
- e. Confirm that all issued checks are signed by the treasurer and the president or first vice president.
- f. Be accountable for the billing and collecting of all monies owed to the Guild.
- g. Provide president with written financial report at / before executive board meeting.
- h. Deliver to the auditors upon request: checkbook, bank statements, ledgers, itemized statements of bills (paid and unpaid), and all items needed for a complete audit.
- i. Produce a quarterly financial report for each committee chairperson and president showing their budget balance.
- j. Prepare the filing tax forms as required by federal and state governments with the aid of a financial advisor:
 1. Report any changes of the executive board names and pertinent information to the State of California, California Department of Tax and Fee Administration, and the Department of Justice when appropriate.
 2. File papers on sales tax made from the Treasure Table, Country Store, auction, or similar taxable sale.
 3. File papers on the Opportunity Quilt and any other raffle sale as required by the Department of Justice.

ARTICLE VII Nominating and Elections:

Section 7.01 Nominations:

A chairperson of the nominating committee will be appointed in February by the president and shall serve along with two people from the general membership as a committee for the year.

Section 7.02 Nominating Procedures:

- a. Eligibility – No member shall hold the same Board position for more than two (2) consecutive two-year terms- However, an individual who is appointed to compete an elected board member's unfinished term of office is deemed eligible to hold the same position for two additional consecutive two-year terms.
- b. Individuals nominated for office shall be contacted by the nominating committee to verify acceptance until a minimum of one and a maximum of three members for each position are offered as a slate to the general membership. This slate of officers will be presented at the April meeting, when nominations will be accepted from the floor.
- c. The final slate of new officers will be published in the May newsletter and voted on by the membership at the May meeting.

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- d. The election of officers shall require a quorum.
- e. In 2024 the President and Secretary will be nominated for a two-year position all other executive offices will be nominated for a one-year position. In 2025 the First Vice President, Second Vice President and Treasurer will be nominated for a two-year position. Thereafter, in even years the President and Secretary will be voted on and in odd years the First Vice President, Second Vice President and Treasurer will be voted on.

ARTICLE VIII Operating Procedures – Refer to *Addendum to Bylaws*

ARTICLES IX Assets:

Section 9.01 Real and Personal Property shall be defined under the statutes of California.

Section 9.02 It is not the intent of the Guild to obtain or own real property.

Section 9.03 The executive board shall arrange for an annual inventory of all personal ~~of~~ property.

Section 9.04 The Guild shall raise funds for operating expenses by membership dues, proceeds from the quilt show and other activities approved for the purpose by the executive board.

ARTICLE X Dissolution of Organization:

Section 10.01 The membership may vote to dissolve the Ridge Quilters' Guild at any general meeting of the Guild by a simple majority vote, if a motion to dissolve has been submitted in writing at the previous general meeting.

Section 10.02 The Guild shall be considered dissolved if there are an insufficient number of nominees for the Guild Board election to fill all executive offices.

Section 10.03 Should the Guild be dissolved, the executive board will decide where to distribute the assets, with the provision that it select only organizations that are organized and operated exclusively for charitable and educational purposes and which have established status under Section 501(c)(3) of the Internal Revenue Code.

The Ridge Quilters' Guild membership has voted to approve the revised and amended Bylaws dated:

January 16, 2024 with no exceptions

April 18, 2023 with no exceptions as proposed

October 21, 2014 with no exceptions

Reviewed by the board; no changes made March 5, 2018