

BYLAWS
Glendale Quilt Guild, Inc.
Revised and Adopted: X, 2010, Effective X, 2010

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Article I - NAME

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The name of this corporation is GLENDALE QUILT GUILD, INC., a non-profit public benefit corporation, organized under the Non Profit Public Benefit Corporation Law of the State of California on February 27, 1987 (hereinafter referred to as the "Guild" or "GQG" or "Glendale Quilt Guild" or the "Corporation").

Article II - PURPOSE

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In accordance with the Corporation's Articles of Incorporation,

2.01 The Corporation is organized solely for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

2.02 The specific "Purpose" of the Corporation is "to contribute to the knowledge of and to promote the appreciation of fine quilts and quilt-making."

2.03 The Purpose of this Corporation is irrevocable.

2.04 No part of the net income or assets of this Corporation shall ever inure to the benefit of any director, Officer, or Member thereof or to the benefit of any private person.

**Article III -
MEMBERS AND MEETINGS OF THE
MEMBERSHIP**

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The Guild "General Membership" shall consist of all Active Members.

3.01 Member Categories

3.01(a) Active Members An "Active Member" shall:

- participate in and support the projects and activities of the Guild,
- have the privilege of voting,
- receive a regular Newsletter,
- be entitled to attend all General Membership Meetings of the Guild without fee,
- pay annual Dues as established in the Standing Rules, and may hold Office.

Only Active Members in Good Standing may vote, hold Office, use the library, or be counted for constituting any quorum.

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3.01(b) Affiliate Members Businesses, commercial enterprises, community organizations, and other institutional bodies wishing to support the Guild may be “Affiliate Members.” Affiliate Members pay Dues as defined in the Standing Rules. Upon joining, the Affiliate Member may have an introductory write-up in the Newsletter. Affiliate Members, or representatives thereof, shall not have voting privileges, hold Office, or constitute any portion of a quorum. An individual person associated with an Affiliate Member is eligible for Active Membership. The principle of the Affiliate Member is not eligible to become an Active Member.

3.01(c) Charter Members Anyone who joined the Guild and paid Dues on or before March 10, 1982, is a “Charter Member.” Charter Membership is an honorary designation and by itself does not constitute Active Membership.

3.01(d) Honorary Life Members Honorary Life Membership shall be awarded at the discretion of the Active Members. The procedure and timetable for this award is in the Standing Rules. An “Honorary Life Member” shall be an Active Member. Honorary Life Members shall receive a permanent waiver of Dues but shall be subject to all other membership eligibility requirements.

3.01(e) Lifetime Active Members Lifetime Active Membership shall be awarded to all past Presidents who have served one complete term (1 Fiscal Year). “Lifetime Active Members” shall receive a permanent waiver of dues but shall be subject to all other eligibility requirements. Lifetime Active Members shall be Active Members.

3.01(f) No Other Membership Categories No other category of membership exists, nor may one be created, without amending the Bylaws and establishing the category.

3.02 Eligibility for Renewal of Membership Renewal of Active Membership is predicated on the Member being in Good Standing as defined in the Standing Rules.

3.03 Limit to Number of Members The Executive Board may limit the number of Active Members in the Guild. The Board may propose the number, then give sixty (60) days Notice, take a vote of the Active Members, and publish the results in the Newsletter.

3.04 Meetings of the General Membership The General Membership shall meet on a regular basis (a “General Meeting”).

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238 **3.04(a) General Meeting Date and Location** General Meetings shall be
239 held the second Wednesday of every month. General Meetings may be
240 rescheduled temporarily for emergency reasons affecting the General
241 Membership or the place of meeting.

242
243 **3.04(b) General Meeting Quorum** Where required for business, a
244 quorum shall consist of ten percent (10%) of the Active Members of the
245 Guild. Unless otherwise provided by the Bylaws or the Standing Rules,
246 General Meeting business may be conducted by a simple majority of the
247 Active Members present and voting.

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249 **3.04(c) General Meeting Proxy** There shall be no proxy votes.
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251

Article IV - FINANCES

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254 **4.01 Fiscal Year** The “Fiscal Year” shall be from July 1 to June 30.
255

256 **4.02 Guild Checking Accounts and Legal Documents** All Guild checking
257 accounts and/or any legal documents, contracts, etc., shall require **one (1)**
258 **signature** of Guild Officers who are authorized to sign checks.
259

260 **4.03 Dues** “Dues” for all categories of Membership shall be set by the vote of
261 the General Membership upon recommendation of the Executive Board and shall
262 be recorded in the Standing Rules.
263

264 **4.04 Payment of Dues** Dues shall be paid to the Membership Chair. Dues
265 shall become payable on July 1 and shall become delinquent at the close of the
266 **September** General Membership Meeting. Any person who becomes delinquent
267 in payment of Dues shall be dropped from Membership automatically. Dues for
268 all new Members joining other than in July will be the same as those set forth in
269 the Standing Rules.
270

271 **4.05 Budget** An Annual Budget (“Budget”) shall be prepared by the Budget
272 Committee and presented to the Executive Board prior to the June General
273 Membership Meeting and to the General Membership for approval at the June
274 General Membership Meeting.
275

276 **4.06 Financial Review** The Audit Committee shall conduct a financial audit
277 immediately after the end of each Fiscal Year, and the results shall be reported
278 to the Board at the Executive Board Meeting in September.
279

280 **4.07 Assets Inventory** An inventory of all assets and property of the Glendale
281 Quilt Guild, including the name of the person presently having physical control of
282 the asset and the physical condition of the asset, must be recorded and

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283 maintained by the Equipment/Inventory Chair and updated each year by the
284 October General Meeting.

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286 **4.08 Liability Insurance** The Glendale Quilt Guild must carry liability
287 insurance sufficient to cover all its activities.

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Article V - EXECUTIVE BOARD

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292 **5.01 Executive Board Authority** The Executive Board (the “Executive
293 Board” or “Board”) shall:

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303 **5.02 Members of the Executive Board** The Executive Board consists of
304 the eleven (11) elected Officers (the “Officers,” and, in reference to their position,
305 “Office”) of the Guild. The Officers of the Guild are the:

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- Supervise the affairs of the Guild between its General Membership Meetings,
- Fix the hour and place of General Membership and Board Meetings,
- Make recommendations to the Guild,
- Perform such other duties as specified in the Bylaws,
- Be subject to the orders of the General Membership of the Guild, and
- None of its acts shall conflict with actions taken by the Membership of the Guild.

The Officers are the only voting members of the Board.

5.02(a) Immediate Past President The Immediate Past President will serve on the Board in an advisory, non-voting capacity.

5.02(b) Assistant Chairs An “Assistant Chair” may be appointed by the President at the request of any Officer for any Office designated a “Chair” but may not vote except in the absence of the Officer.

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326 **5.03 Term of Office** Officers shall hold Office for one (1) Fiscal Year. No
327 person may serve in the same Office for more than two (2) consecutive years
328 without formal Board approval and, in no case, longer than four (4) consecutive
329 years.
330

331 **5.04 Vacancies in Office** An Office is “Vacant” (there is a “Vacancy”) if:
332

333 **5.04(a) Resignation** An Officer formally resigns.
334

335 **5.04(b) Never Filled** An Office has never been filled in the current
336 term.
337

338 **5.04(c) Death or Incapacity** An Officer dies during their term of
339 Office or is otherwise incapacitated.
340

341 **5.04(d) Failure to Attend** An Officer fails to attend three (3)
342 consecutive or four (4) total Board meetings without a valid excuse. This
343 constitutes a voluntary resignation, and, upon a majority vote of the Board,
344 the position may be declared Vacant.
345

346 **5.04(e) Removal** An Officer is formally “Remove” from Office. A
347 simple majority vote of the Board is sufficient to Remove an Officer from
348 Office for malfeasance in Office or failure to perform the duties of an Office
349 as defined in these Bylaws.
350

351 **5.04(f) Filling Vacancies**
352

353 **5.04(f)1** Vacancies in an Office shall be filled by a simple
354 majority vote of the Executive Board. The Officer filling the vacancy
355 shall serve the remainder of the unexpired term of the vacated
356 Office.
357

358 **5.04(f)2** No Officer of the Executive Board may be a candidate
359 for any vacant Office during the term for which she/he was elected.
360

361 **5.04(f)3** An Officer who fills a vacated Office is eligible to stand
362 for election for any Office in the succeeding term for which she/he
363 may qualify. The partial term served does not apply to the
364 successive term limit for the purposes of Section 5.03.
365

366 **5.05 Board Meetings**
367

368 All Active Members of the Guild are invited to attend the meetings of the Board.
369 They may participate in discussions but not vote.
370

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371 **5.05(a) Regular Board Meetings and Quorum** “Regular Meeting(s)”
372 of the Executive Board shall be held once a month. A Quorum to conduct
373 business of the Executive Board is six (6) Officers.
374

375 **5.05(b) Extended Board and Extended Board Meetings** The
376 “Extended Board” shall include the Chairs of the Standing and Special
377 Committees as well as the elected Officers. The Extended Board shall
378 meet twice per year (“Extended Board Meetings”).
379

380 **5.05(c) Notice of Board Meetings** Dates, times, and locations of all
381 Regular and Extended Board Meetings shall be published regularly in the
382 Newsletter.
383

384 **5.05(d) Special Meetings of the Board** “Special Meetings” of the
385 Board may be called:

- 386 • By the President,
- 387 • Upon the specific written request of three (3) Officers of the
388 Board, or
- 389 • Upon the specific written request of ten (10) Active Members in
390 Good Standing of the Guild.

391 Written request shall be made to the Recording Secretary who shall send
392 Notice of the Special Meeting to the Officers. The Notice must state:

- 393 • The time and place of the meeting,
- 394 • The purpose of the meeting, and
- 395 • The specific agenda to be addressed at the meeting.

396 Business of any Special Meeting is restricted to the specific Noticed
397 agenda.
398

399 **5.06 Nomination and Election**

400 **5.06(a) Timing**

401 The timing of nominations and election is as follows. Candidates:

- 402 • Are nominated for election in April,
 - 403 • Are elected at the General Membership Meeting in May,
 - 404 • Are installed in June, and
 - 405 • Assume office July 1 at the beginning of the new Fiscal Year.
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5.06(b) Nominating Committee The Nominating Committee shall:

- Be chaired by the Parliamentarian.
- Consist of four (4) Active Members in Good Standing in addition to the Chair. Two (2) members of the Nominating Committee must be Officers.
- Be recruited by the Parliamentarian and elected at the January General Membership Meeting by the Active Members of the Guild.
- Serve the remainder of the Fiscal Year. No person may be elected to serve on the Nominating Committee for more than two (2) consecutive terms.

5.06(c) Nominating Committee Duties The Nominating Committee shall:

- Solicit among the Active Members for persons interested and willing to serve as Officers, and maintain a potential nominee “Sign-Up List” accessible to all Active Members during all General Membership Meetings. Interested parties shall be encouraged to indicate availability or to sign up on the Sign-Up List.
- Meet to discuss and evaluate the nominees and volunteers for Office. An effort shall be made to determine whether each person is properly qualified to serve in the Office for which they propose to stand. After evaluation, the Nominating Committee shall produce a “List” of recommended candidates for each Office. All candidates, whether presented on the List or subsequently nominated from the floor, must be Active Members in Good Standing and shall have signed a “Written Consent” to Stand for Office .

The Parliamentarian shall submit the recommended List of candidates to the Membership in attendance at the April General Membership Meeting. The Parliamentarian shall then post a copy of the List for the Membership to read and shall cause the List to be published in the May Newsletter.

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5.06(d) Election: The election shall:

- Be conducted at the May General Membership Meeting.
- Initially consist of the published List of candidates being placed in nomination by the Parliamentarian or the Parliamentarian's designee.
- Include any candidate nominated and seconded from the floor who provides oral or Written Consent to the Parliamentarian/designee at the time of the nomination. For this purpose, the Parliamentarian/designee shall ask for nominations from the floor.
- Be conducted at the close of the nominations.
- Be by voice vote for any Office for which there is only one candidate or shall be by written ballot where there is more than one candidate for an Office.

Written ballots shall be provided by the Recording Secretary or the Recording Secretary's designee.

Article VI - OFFICERS

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6.01 Officers Defined

The Officers of the Guild are the:

- President
- Vice President
- Recording Secretary
- Corresponding Secretary
- Treasurer
- Parliamentarian
- Program Chair
- Workshop Chair
- Quilt Show Chair
- Quilt Show Chair Elect (non-voting)
- Membership Chair
- Newsletter Chair

The Officers listed above are to be considered defined terms.

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494 **6.02 General Duties of All Officers and Committee Chairs**

495 Each and every Officer/Committee **Chair** shall:

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497 **6.02(a) Procedures Manual** Maintain a “Procedures Manual” for the
498 Office/Committee in accordance with the Standing Rules.

499

500 • Officers/Committee Chairs shall not lose, remove, or destroy
501 any of the Archival Procedures or historical Performance Data
502 without motioned consent of the Board.

503

504 • Any Office/Committee Chair who has not submitted a
505 completely updated Procedures Manual by the August General
506 Membership Meeting shall lose Good Standing status until this
507 requirement has been fulfilled. The one exception is the Office
508 of Treasurer.

509

510 **6.02(b) Budget** Present to the Treasurer and the Budget Committee
511 by the April Board Meeting a proposed budget for their area of
512 responsibility for the following Fiscal Year.

513

514 **6.02(c) Operational Committee** Establish and chair, as needed,
515 an operational committee, selected in consultation with the President, to
516 assist in performing the duties of the Office.

517

518 **6.02(d) Duties of Office/Committee** Perform the duties of the
519 Office/Committee as defined in the Bylaws.

520

521 **6.02(e) Financial** Submit in a timely manner to the Treasurer and
522 prior to the close of the Fiscal Year all payments, invoices, bills, receipts,
523 and other financial materials, so that the Board may take necessary action
524 and the Treasurer record, pay, or reimburse within the Fiscal Year.

525

526 **6.02(f) Records** Submit original contracts, receipts, official
527 communications, etc. to the appropriate Officer of the Board and keep
528 copies.

529

530 **6.01(g) Newsletter** Submit relevant articles in a timely manner for
531 the Newsletter.

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533 **6.02(h) Other Duties as Assigned** Perform other duties as assigned
534 by the President.

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6.03 Duties of Specific Offices

6.03(a) President The President shall:

- Have served as a member of the Executive Board for at least one (1) year **within the last three (3) years** prior to being elected to this position.
- Preside at all meetings of the Guild and shall chair the Executive Board.
- Be the “Chief Executive Officer” of the Corporation.
- Be “Agent for Service of Process” of record for the Corporation.
- Present a written “Annual Report” on the work and status of the organization at the June General Membership/Annual Meeting. File a copy of the Annual Report with the Historian.
- Appoint the Chairs of the Standing and Special Committees except as otherwise provided by the Bylaws.
- Be an *ex officio* member of all Committees except the Nominating Committee.
- Be an authorized Guild Officer eligible to sign checks and contracts of the Guild.
- Contract for the location of future Quilt Shows subject to Board approval.
- Distribute the mail to the appropriate person at the Executive Board Meetings, at the General Membership Meetings, or as necessary.
- Be bonded for Guild matters at Guild expense.
- Maintain the master “Book of Timelines” in which reside all of the most up to date Timelines for all Offices and Committees of the Guild.

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6.03(b) Vice President The Vice President shall:

- Have served as a member of the Executive Board for at least one (1) year at any previous time prior to being elected to this position.
- Preside at all General Membership Meetings of the Guild and the Executive Board in the absence or inability of the President to preside.
- Be responsible for the site for General Membership Meetings. This includes booking, room set up, table arrangement, etc., and securing Guild equipment at the conclusion of the meeting. Shall handle all requests for meeting facilities at the General Membership Meeting site.
- Be the Guild Representative to the Southern California Council of Quilt Guilds (“SCCQG”).
- Be responsible to enact the procedure and timetable for Honorary Life Membership.
- Be an authorized Guild Officer eligible to sign checks and contracts of the Guild.
- Be bonded for Guild matters at Guild expense.

6.03(c) Recording Secretary The Recording Secretary shall:

- Be the Secretary of the Corporation and the custodian of the Corporate Seal.
- File the annual Statement of Information with the California Secretary of State on behalf of the Corporation.
- Record, publish, and file minutes of all General Membership Meetings and Executive Board Meetings.
- Submit the minutes of General Membership Meetings and Executive Board Meetings to the Newsletter Chair for publication in a timely manner, and make them available to the Membership for review at every General Membership Meeting.

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- 621 • Keep separate logs of all resolutions of the Board (the “Board
622 Resolution Log”) and of the Membership (the “Membership
623 Resolution Log”).
624
625 • Faithfully establish and maintain separate Corporate Minute
626 Books for both Board and General Membership Meeting
627 minutes. File copies of the final approved minutes in the
628 appropriate Corporate Minute Books. Deliver copies of all
629 minutes to the President and the Historian.
630

631 **6.03(d) Corresponding Secretary** The Corresponding Secretary
632 shall:

- 633
634 • Conduct correspondence as mandated by the Board.
635
636 • Provide information to the Telephone/Email Committee Chair in
637 a timely fashion to facilitate notices to the Guild. This includes
638 reminders of and directions to Board meetings.
639
640 • Be responsible for honoring Guild members who have died, as
641 outlined in the Standing Rules.
642

643 **6.03(e) Treasurer** The Treasurer shall:

- 644
645 • Be the Chief Financial Officer of the Corporation and maintain
646 all financial records of the Corporation.
647
648 • Be the custodian of all securities and funds of the Guild.
649
650 • Collect, account for, and record the funds of the Guild.
651
652 • Pay all authorized bills and reimbursements of the Guild.
653
654 • Submit to the Executive Board for approval a monthly
655 accounting of all unbudgeted expenditures and any expenditure
656 that exceeds the approved line item budgeted amount.
657
658 • Prepare a formal written “Financial Report” for review each
659 month and present it to the Executive Board at each Board
660 Meeting and to the Membership at each General Membership
661 Meeting.
662
663 • Chair the Budget Committee.
664

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- 665 • Present a proposed itemized budget to the Executive Board in
666 June for its approval for presentation to the June General
667 Membership Meeting.
668
- 669 • Present the proposed itemized budget to the Membership for
670 approval at the June General Membership Meeting.
671
- 672 • Prepare and deliver financial records to the accounting firm
673 responsible for the preparation of the year end taxes for the
674 Fiscal Year and deliver the year's backup receipts to the
675 incoming Treasurer as their final act of Office.
676
- 677 • Be an authorized Guild Officer eligible to sign checks and
678 contracts of the Guild.
679
- 680 • Be bonded for Guild matters at Guild expense.

681
682 **6.03(f) Parliamentarian** The Parliamentarian shall:

- 683
- 684 • Assure that proper parliamentary procedures, as set forth in the
685 latest edition of *Roberts Rules of Order*, are followed at all
686 meetings of the Guild.
687
- 688 • Provide a copy of the current Bylaws with Standing Rules for
689 reference by the Members during General Membership
690 Meetings and by the Board at Executive Board Meetings.
691
- 692 • Serve as Chair of the Nominating Committee.
693
- 694 • Be custodian of current copies of all the Procedures Manuals of
695 Officers and Committee Chairs. Be responsible for collecting all
696 Procedures Manuals from outgoing Officers and Committee
697 Chairs.
698
- 699 • Chair any Bylaws review activities.

700
701 **6.03(g) Program Chair** The Program Chair shall:

- 702
- 703 • Be responsible for all General Membership Meeting programs.
704
- 705 • Inform the Workshop Chair of all program planning.
706
- 707 • Be authorized to execute such contracts as are necessary to
708 carry out the Program duties of the Office. All contracts require
709 two (2) authorized signatures, one of which shall be the

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710 President. Provide copies of contracts executed to the
711 President, Workshop Chair, and Treasurer.

712
713 • Ensure that the Program presenter completes the appropriate
714 tax forms which shall then be given to the Treasurer.

715
716 **6.03(h) Workshop Chair** The Workshop Chair shall:

717
718 • Be Chair for all workshops and related activities. This does not
719 include the General Meeting programs and the Quilt Show
720 workshops.

721
722 • Be authorized to execute such contracts as are necessary to
723 carry out the Workshop duties of the Office. All contracts
724 require two (2) authorized signatures, one of which shall be the
725 President. Provide copies of executed contracts to the
726 President, Program Chair, and Treasurer.

727
728 • Inform the Program Chair of all Workshop planning.

729
730 • Give at least thirty (30) days notice to the General Membership
731 for every Workshop.

732
733 • Provide workshop participants a copy of the “Rules of Etiquette
734 for Workshops” (“Rules of Etiquette”) as documented in the
735 Standing Rules. The Executive Board shall establish the Rules
736 of Etiquette and revise them as needed.

737
738 • Ensure that the Workshop presenter completes the appropriate
739 tax forms which shall then be given to the Treasurer.

740
741 • May assign a coordinator to each workshop to handle
742 administrative matters and assure the smooth functioning of the
743 workshop, including but not limited to, setting up the facilities,
744 cleaning up after the class, and assisting the teacher as needed.
745 The coordinator will not be required to pay the workshop fee.

746
747 • Collect and record workshop fees and give them to the
748 Treasurer.

749
750 **6.03(i) Quilt Show Chair** The Quilt Show Chair shall:

751
752 • Have significant prior experience on the Quilt Show Committee
753 and the approval of the Executive Board.

754

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- 755 • Be authorized to execute such contracts as are necessary to
- 756 carry out the quilt show duties of the Office. All contracts
- 757 require two (2) signatures, one of which shall be the President.
- 758 Provide copies of executed contracts to the President and
- 759 Treasurer.
- 760
- 761 • Prepare by May a proposed Quilt Show Budget for the following
- 762 year for the approval of the Executive Board.
- 763
- 764 • Be an authorized Guild Officer eligible to sign checks and
- 765 contracts of the Guild which are related to the Quilt Show .
- 766
- 767 • Maintain a Procedures Manual for the Office of Quilt Show Chair
- 768 including all necessary information and suggestions about the
- 769 organization and production of the Quilt Show. Ensure that the
- 770 next Chair receives a copy.
- 771
- 772 • Assist the Treasurer with the completion of all financial
- 773 transactions to close the books on the Show.
- 774
- 775 **6.03(j) Quilt Show Chair Elect** The Quilt Show Chair Elect shall:
- 776
- 777 • Be elected by the Membership in June two (2) calendar years
- 778 prior to the Show for which they are responsible.
- 779
- 780 • Attend Board Meetings as a non-voting but active participant
- 781 until installed in Office as Quilt Show Chair.
- 782
- 783 **6.03(k) Membership Chair** The Membership Chair shall:
- 784
- 785 • Maintain a current record of Members (“Member File”)
- 786
- 787 • Collect and record Annual Dues and give them to the Treasurer.
- 788
- 789 • Staff the Membership table at least one-half (1/2) hour before
- 790 every General Membership Meeting.
- 791
- 792 • Collect and record by Membership Category all Dues from new
- 793 Members and fees from Visitors.
- 794
- 795 • Provide and maintain the sign-in sheets for General
- 796 Membership Meetings
- 797
- 798 • Track Roster Distribution
- 799

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- 800 • Track Guests
- 801
- 802 • Prepare the Membership Roster as defined in the Standing
- 803 Rules for distribution to all Members by the General Meeting in
- 804 **October**. A printed copy of the most up to date Member File
- 805 shall be kept at the Membership Table at each General Meeting
- 806 for Members to check the accuracy of their personal information.
- 807
- 808 • Provide monthly updates of additions, deletions, and corrections
- 809 to the Roster to the Newsletter Editor.
- 810
- 811 • Distribute Member Packets as defined in the Standing Rules to
- 812 all new Members at the first General Membership Meeting
- 813 following payment of dues. Should the new Member not attend
- 814 that meeting, the packet shall be mailed immediately following
- 815 that meeting.
- 816
- 817 • Notify Affiliate Members of their responsibilities and obligations
- 818 to the Guild.
- 819

820 **6.03(I) Newsletter Chair** The Newsletter Chair shall:

- 821
- 822 • Publish and distribute a regular monthly Newsletter to all
- 823 Members and subscribers.
- 824
- 825 • Edit all submitted materials in collaboration with the person
- 826 making the submission and the President. The Newsletter must
- 827 include material as defined in the Standing Rules.
- 828
- 829 • The Guild Newsletter must be mailed to Members or posted to
- 830 the Guild website so that it may be reviewed by Members the
- 831 week prior to the General Membership Meeting.
- 832
- 833

834 **Article VII - STANDING AND SPECIAL**

835 **COMMITTEES**

836

837 Any Standing Committee or Special Committee may be referred to as a

838 "Committee" or, collectively "Committees."

839

840 **7.01 Standing Committees Defined** A Standing Committee is distinguished

841 from a Special Committee by one or more of the following characteristics: It is

842 required to execute the activities of the Guild as defined in the Bylaws and/or is

843 responsible for a large amount of assets of the Corporation.

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844

845 The “Standing Committees” are:

- 846 • Audit
- 847 • Budget
- 848 • Equipment/Inventory
- 849 • Historian
- 850 • Librarian
- 851 • Nominating
- 852 • Philanthropy
- 853 • Publicity
- 854 • Quilt Show
- 855 • Telephone & Email

856

857 **7.02 Special Committees Defined** A Special Committee is distinguished
858 from a Standing Committee by one or more of the following characteristics: The
859 Membership may or may not direct the Board to undertake its activities, or the
860 purpose of the Committee is *ad hoc* in nature, in the sense that it is not intended
861 for the Committee to exist on an ongoing basis, and/or it is responsible for assets
862 of the Corporation.

863

864 The “Special Committees” are:

- 865 • Block of the Month
- 866 • Friendship Groups
- 867 • Honorary Life Membership
- 868 • Hospitality
- 869 • Loving Hands
- 870 • Opportunity Quilt Committee
- 871 • Trips
- 872 • and such other Special Committees as the President and the
873 Executive Board may deem necessary to establish.

874

875 **7.03 President Appoints Committee Chairs** The President, with the
876 approval of the Executive Board, appoints all Committee Chairs except as
877 required for an Office as defined in these Bylaws.

878

879 **7.04 Standing and Special Committee Chair Term Limit** No person may
880 serve as Chair of the same Standing or Special Committee for more than two (2)
881 consecutive years without formal Board approval and, in no case, longer than
882 four (4) consecutive years.

883

884 **7.05 Chair Proposes Committee Members** Except as otherwise provided in
885 the Bylaws, the Chair of each Standing or Special Committee (“Chair”) shall
886 select the members of the Committee in consultation with the President and with
887 the formal approval of the Executive Board. It is the duty of the Chair to submit a

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888 proposed Committee member list to the Executive Board within thirty (30) days of
889 the assumption of the Chair.

890

891 **7.06 Committee Member Term** The term of membership on a
892 Committee is one (1) fiscal year or until the Committee has fulfilled its purpose.
893 Members may serve for more than one (1) year on a given Committee.

894

895 **7.07 Committee Procedures Manuals** All Chairs must keep an up-to-
896 date manual of the procedures of their committees to be transmitted intact to the
897 outgoing Parliamentarian at the termination of the holding of the position. This
898 shall contain the same type of information as the Procedure Manual for an Office
899 as defined in the Standing Rules.

900

901 **7.08 Specific Functions and Duties of Standing Committee Chairs**

902

903 **7.08(a) Audit** The Audit Committee shall:

904

- 905 • Consist of three (3) people who were not Officers in the year
906 being audited who have been appointed by the Executive Board.
- 907
- 908 • Meet and perform annually an in-house audit of the Guild's
909 financial records for the period July 1 through June 30. The
910 Audit Report will be presented to the Executive Board and to the
911 General Membership following the audit period.

912

913 The Treasurer shall provide the necessary documents and
914 information to the Audit Committee Chair to perform the audit.

915

916 **7.08(b) Budget** The Budget Committee shall:

917

- 918 • Prepare the annual Guild Budget and present it to the Executive
919 Board for approval and for recommendation to the Membership.
- 920
- 921 • Include, but is not limited to,
922 Current Treasurer, who serves as Chair of the Committee,
923 Current President,
924 Outgoing Quilt Show Chair,
925 Incoming Quilt Show Chair,
926 Incoming President, and
927 Incoming Treasurer.

928

929 **7.08(c) Equipment/Inventory** The Equipment/Inventory Committee
930 shall:

931

- 932 • Keep an accurate record of all assets and property of the Guild
933 and submit an annual report at the end of the Fiscal Year to the

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934 Executive Board which shall include an accurate record of the
935 person having physical control of the asset and the condition of
936 the asset.

937
938 • Receive all assets, equipment, stationery, etc., from outgoing
939 Officers and, noting condition, check out same to incoming
940 Officers.

941
942 • Make recommendations to the Executive Board regarding
943 assets which need to be replaced or eliminated.

944
945 **7.08(d) Historian** The Historian shall keep in a suitable fashion the
946 historical records of the Guild to include:

- 947
948 • A book of photographs, news clippings, other publicity, and any
949 other materials relevant to the history of the Guild.
950 • A Quilt Show record, such as Quilt Show flyers, programs, and
951 any other printed materials from the year's show.
952 • The Guild's Master Quilter Plaque.
953 • Transmission of all historical records to the incoming
954 Parliamentarian at the end of the term of office.

955
956 **7.08(e) Librarian** The Librarian and Committee shall:

- 957
958 • Have custody of all materials which constitute the Guild
959 "Library."
960
961 • Be responsible for making Library items available at General
962 Membership Meetings to Active Members in Good Standing.
963
964 • Be responsible for records of items checked in and out of the
965 Library.
966
967 • Be responsible for notifying Members of overdue items and
968 attempt to retrieve the items, if possible, or payment for lost
969 items.
970
971 • Turn in all fines/payments to the Treasurer.
972
973 • Be responsible for inventorying and transferring all Library
974 materials and records to the succeeding Librarian or verifying
975 such records when received. Incoming and outgoing Librarians
976 must file a jointly signed inventory report with the
977 Equipment/Inventory Chair.
978

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- Purchase library books within the approved general budget.

7.08(f) Nominating [See Section 5.06(b)]

7.08(g) Philanthropy The Philanthropy **Chair** shall:

- Organize a Philanthropy Committee that shall consist of at least three (3) Members in Good Standing.
- Plan, coordinate, investigate, and report in detail to the Guild on all phases of proposed and in-progress philanthropic projects. The projects shall involve quilts or specifically quilt-related materials such as books or quilting supplies. Whenever possible, the project should be carried out by a donation of the item(s) selected rather than cash.
- Recommend to the Board a minimum of two (2) philanthropic projects per year.
- Any philanthropic project proposed for the Guild, whether by the Committee or some other source, must be voted on by the Membership at a General Membership Meeting.

7.08(h) Publicity The Publicity Committee shall:

Plan, coordinate, and promote publicity of the Guild regarding meetings and all special events.

7.08(i) Quilt Show The Quilt Show Committee shall, with the approval of the Executive Board:

- Set the date and time of the Quilt Show.
- Secure the site and make all necessary arrangements for security, insurance, organization, and conduct of the Quilt Show.
- Solicit entries, hang, and take down the entries and stage the show.
- Publicize and promote all phases of the Quilt Show.
- Select vendors and programs pertaining to the interests of those who would attend.

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- 1023 • Record minutes of each Committee meeting, and maintain a
1024 record. Copies of the record will be distributed to the Quilt
1025 Show Committee members and Guild President.
1026
1027 • The Quilt Show Committee shall include “SubCommittee” Chairs
1028 to cover all tasks required who may not serve more than two (2)
1029 consecutive years in that position without the formal approval of
1030 the Board, and, in no case, longer than four (4) consecutive
1031 years.
1032

7.08(j) Telephone/Email The Telephone/Email Committee shall:

- 1033
1034
1035 • Notify the General Membership of meetings, events, deadlines,
1036 formal Notice, and other items of interest where time constraints
1037 are such that communication in the Newsletter or at General
1038 Membership Meetings will not suffice.
1039
1040 • Maintain a reliable system or systems that will accomplish the
1041 objective of the Committee.
1042

7.09 Specific Functions and Duties of Special Committee Chairs

7.09(a) Block of the Month The Block of the Month Committee shall:

- 1043
1044
1045
1046 • Plan, promote, and conduct the Block of the Month activity.
1047
1048 • As an option, present a quilt pattern utilizing the Blocks of the
1049 Month.
1050
1051 • Ensure that copies of the block pattern for the Block of the
1052 Month are available at the General Membership meeting prior to
1053 the contest and are provided in a timely manner in clear and
1054 legible form to the Newsletter Editor.
1055
1056 • Not accept more than five (5) blocks per person per month.
1057
1058

7.09(b) Friendship Group The Friendship Group Committee shall:

1059
1060
1061 Facilitate Members who wish to join or form a friendship group or mini
1062 group.
1063

7.09(c) Hospitality The Hospitality Committee shall:

1064
1065
1066 Plan and coordinate refreshments and all other hospitality details of the
1067 General Membership Meetings.

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7.09(d) Loving Hands The Loving Hands Committee shall:

- Make and distribute quilts for charitable purposes on behalf of the Guild..
- Record and report quarterly to the Executive Board and the Membership the participation in and production of the Committee and the recipients of the committee's work.
- Acknowledge contributors to and recipients of Loving Hands donations in the Newsletter, on the website, and at General Membership Meetings.

7.09(e) Opportunity Quilt The Opportunity Quilt Committee shall:

- Be in charge of the Opportunity Quilt activities in years voted by the Membership to include the activity.
- Arrange for the selection of a design, production of, and ticket sales for Opportunity Quilts.
- File for the appropriate permit and comply with all requirements thereof.
- Secure viable venues for the sale of opportunity tickets.
- Organize the logistics to support the display and sale of opportunity tickets at viable venues.
- Ensure that all opportunity tickets are present and deposited in the drawing container prior to the time of drawing.
- Print, distribute, account for the inventory of opportunity tickets, account for the proceeds from sales of opportunity tickets, and turn in all proceeds to the Treasurer.

7.09(f) Trips The Trips Committee shall:

- Plan and coordinate all phases of transportation of groups of Members to special events.
- Remit all receipts and proceeds to the Treasurer.

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- 1112 • Report the financial performance of all trips to the Executive
1113 Board.
1114
1115 • When using private transportation, secure drivers with valid
1116 California driving licenses, safe driving records, and with
1117 vehicles in good condition and covered by ample liability
1118 insurance.
1119
1120 • Designate in advance at least one (1) member of the Committee
1121 to accompany the trip to coordinate all details.
1122

1123 **7.09(g) Special Remuneration for Long Suffering Committee**
1124 **Members**

1125
1126 Any Special Committee Members who meet for the same purpose
1127 on more than seventeen (17) occasions in one (1) Fiscal Year shall
1128 be entitled to special remuneration, in spite of the stupid provisions
1129 of the remainder of these Bylaws, in the form of an all expense paid
1130 weekend trip to Las Vegas. The first person to report this clause to
1131 a member of the Bylaws Committee shall be included in the trip.
1132
1133

1134 **Article VIII - LOGO**

1135
1136 The Guild will have a corporate logo or logos adopted by the General
1137 Membership. The logo(s) may be used for all authorized Guild activities. All use
1138 of the logo(s) other than provided for in the Bylaws must be approved in advance
1139 by the Executive Board.
1140
1141

1142 **Article IX - PARLIAMENTARY AUTHORITY**

1143
1144 The rules contained in the latest edition of *Robert's Rules of Order*, as revised,
1145 shall cover the Guild in all cases to which they are applicable and in which they
1146 are not inconsistent with these Bylaws or with any special rules the Guild may
1147 adopt.
1148
1149

1150 **Article X - BYLAWS**

1151
1152 **10.01 Adoption of Bylaws:** These Bylaws were adopted at a General
1153 Membership meeting of the Guild by a two-thirds (2/3) vote of the Active
1154 Members present on _____.

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1155
1156 **10.02 Amendment of Bylaws:** These Bylaws may be amended at any General
1157 Membership meeting by a two-thirds (2/3) vote of a Quorum of Active Members
1158 present at the meeting. The proposed changes shall be “Noticed” (i.e., provided)
1159 to the Active Membership via communication method(s) determined by the
1160 Executive Board. Methods may include, but are not limited to:

- 1161 **10.02(a)** Publication in the Newsletter,
1162 **10.02(b)** Posting to the Guild website,
1163 **10.02(c)** Written copies available at a General Membership meeting,
1164 or
1165 **10.02(d)** Delivery of an electronic file or text.

1166 Proposed Bylaws changes must be Noticed to the Active Membership no later
1167 than the meeting immediately preceding the meeting at which the vote is taken.
1168
1169

Article XI - DISSOLUTION

1170
1171
1172 **11.01 Vote to Dissolve Corporation** The Active Membership may vote to
1173 dissolve Glendale Quilt Guild, Inc. at any General Membership meeting by two-
1174 thirds (2/3) vote of a Quorum of Active Members present, provided that a motion
1175 to dissolve has been read and submitted in writing to the General Membership at
1176 a previous General Membership meeting, and properly Noticed to the General
1177 Membership no later than the meeting immediately preceding the meeting at
1178 which the vote is taken.
1179

1180 **11.02 Distribution of Assets** By the ninetieth (90th) day following an affirmative
1181 vote to dissolve Glendale Quilt Guild, Inc., all net cash and other net assets
1182 owned by the Guild shall be donated to the non-profit organization(s) designated
1183 by the Active Members present and voting at the time the motion to dissolve is
1184 passed. The organization(s) to which the asset(s) is/are distributed shall be
1185 organized and operated exclusively for charitable or educational purposes and
1186 must have established tax exempt status under the appropriate provisions of the
1187 California Revenue and Taxation Code.
1188

1189 **11.03 Completion of Dissolution** The following Officers, in the following order,
1190 shall complete the dissolution filing requirements of the Secretary of State of the
1191 State of California:

- 1192 • President/Chief Executive Officer
1193 • Treasurer/Chief Financial Officer
1194 • Recording Secretary/Corporate Secretary
1195
1196

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Article XII - STANDING RULES

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12.01 Standing Rules Defined “Standing Rules” are generally rules of definition or procedure that may need to be changed from time to time, as contrasted with Bylaws provisions that are generally more stable. Standing Rules are, by definition, a part of the Bylaws, but they are easier to create or modify than Bylaws provisions.

12.02 Copy of Standing Rules at Meetings Parliamentarian is responsible for making a copy of the current Bylaws and the current Standing rules available for Members to use at every General Membership Meeting and for the Board at every Executive Board meeting.

12.03 Modifications of Standing Rules with Notice If a written Notice of the specific change to Standing Rules was given at a prior meeting and published in the Newsletter, Standing Rules may be created, modified, or deleted by a simple majority vote of the Active Members present at a General Meeting.

12.04 Modifications of Standing Rules with Electronic Notice If no prior written Notice was given as in Section 12.03, then Notice may be given by electronic means providing it is sent at least one week prior to the meeting of the General Membership.

12.05 THE STANDING RULES

12.05(a) Board Meeting Dates

The Executive Board meetings shall have definite meeting dates. These shall be established by each new Board in June for the remainder of the Fiscal Year.

12.05(b) Board Meeting Notices

The Executive Board meeting dates, times, and places shall be published in the Newsletter each month and announced at the prior General Membership Meeting so Members may attend. Members are requested to notify the meeting host in advance when they will be present as guests so that seating may be arranged.

12.05(c) Closed Meetings

Any meeting may be closed to Visitors and/or Guests by vote of the Executive Board or the General Membership.

12.05(d) Compensation of Member in a Volunteer Capacity

Officers, Chairs, or Members, whether elected, appointed, or volunteer, shall not be paid for their service in a “Volunteer Capacity.”

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12.05(e) Compensation of Member in a Contracted Capacity

When the Guild plans to contract with a Member to teach, conduct a workshop, lecture, or perform in a “Contracted Capacity” for which the Board would normally pay a Guild non-member, the Board must announce to the General Membership that the individual is a Member functioning not as a Member but as a private individual who will be contracted and paid for work performed.

12.05(f) Dues

The following Dues schedule is in effect as of _____:

Active Members	\$30.00
Affiliate Members	\$40.00 plus the donation of two (2) door prizes
Past Presidents	Permanent waiver of dues with one (1) year of service in Office
Honorary Life Members	Permanent waiver of dues

12.05(g) Expenditures, Unbudgeted, or Untimely Submission for Reimbursement

Officers and Committee Chairs with approved budgets must remain within the approved budget amount. Unbudgeted expenditures over \$100.00 in any line item on the General Budget or the Show Committee Budget must be approved by the Executive Board and ratified by the General Membership.

All requests for reimbursement of expenses incurred on behalf of the Guild must be made within forty-five (45) days of the completion of the relevant event and within the Fiscal Year in which they were incurred. Non-compliance with this requirement may result in denial of reimbursement.

12.05(h) Good Standing

A Member is in “Good Standing” if:

- Dues are paid in full.
- Any fees owed for Workshops or Library Fines are paid in full.
- The Member supported the fund raising efforts of the Guild by:
 1. Performing a minimum of two (2) hours service during the prior Quilt Show and
 2. Producing \$10 in Opportunity Quilt Ticket donations.

“Release” from the Service Requirement

Age Members who are 75 years of age or older shall be exempt from the two (2) hour requirement.

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1287 **Medical Condition/Personal Circumstances** Members who cannot
1288 perform the two (2) hours of service due to a medical condition or personal
1289 circumstances should communicate this to the Show Volunteer Chair prior
1290 to the Show dates.

1291
1292 **Availability** Members who will be out of town or otherwise unavailable
1293 during the Show Dates should contact the Show Volunteer Chair for a
1294 service assignment that can be completed prior to the Show.

1295
1296 **Board Authorized Release** Members who fail to perform Show service
1297 or satisfy their \$10 opportunity quilt obligation and who do not arrange with
1298 the Show Volunteer Chair for Release by virtue of age, availability, or
1299 medical condition/personal circumstances must petition for Release in
1300 writing to the Board by April 30.

1301
1302 If Release is not granted by the Board, the Member will not be in Good
1303 Standing and will not be eligible to renew their Membership for a period of
1304 one Fiscal Year. In this circumstance, the individual may still attend all
1305 Guild Meetings which are open to the public as a Visitor, subject to the
1306 payment of the Visitor Fee.

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1308 **12.05(i) Guests**
1309 Each Active Member may bring one (1) non-Member as a “Guest” per
1310 year to an open General Membership Meeting at no charge for admission
1311 to the meeting. It is the responsibility of the Membership Chair to track the
1312 attendance of unpaid Guests.

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1314 **12.05(j) Honorary Life Member Procedure**
1315 The timetable and procedure for Honorary Life Membership shall be as
1316 follows:

1317
1318 **Timetable**
1319 The HLMC shall meet every three (3) years beginning in year 2013
1320 to enact the following timetable:

- 1321
- 1322 • November Newsletter An announcement requesting the written
1323 submission of nominations and
1324 nomination forms.
 - 1325 • January Meeting Nomination from Members will be
1326 submitted to the HLMC
 - 1327 • March Meeting Membership vote
 - 1328 • April Newsletter Publication of the individual selected
- 1329
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Procedure

- Eligibility for nomination shall include a minimum of five (5) years continuous Active Membership and extraordinary contributions to the Guild.
- Nominations shall be submitted in writing to an Honorary Life Membership Committee (“HLMC”), appointed by the President.
- The HLMC shall review the candidates for eligibility and present all qualified nominees to be voted on by the Membership.
- Only one (1) award may be conferred in a given year.
- Being recommended does not guarantee being awarded the Honorary Life Membership.
- Voting will be by secret ballot. A plurality of Active Members present at the General Meeting is required to confer the award.

12.05(k) Honoring a Deceased Member’s Memory

The Board will establish procedures to honor the memory of any person who dies while a current Member of the Guild. This memorial will consist of:

12.05(k)1 A donation to a non-profit charity or educational organization of the family’s choice, or

12.05(k)2 A memorial bookplate for a newly purchased book for the Guild Library.

12.05(l) Library Books, Overdue

Notices of overdue library books will be published quarterly in the Newsletter.

12.05(m) Library Inventory

The Library holdings shall be inventoried by both the outgoing and the incoming Librarian, and a signed report shall be submitted to the Equipment/Inventory Chair in lieu of all library holdings being physically returned directly to the Equipment/Inventory Chair.

12.05(n) Master Quilter Qualification

The Guild’s Master Quilter Award (“Master Quilter”) shall be awarded to a Member in Good Standing who earns five (5) first place Glendale Quilt Guild Show awards for work done solely by the Member.

The Master Quilter Award shall include:

1. A personal award, suitably engraved with the recipient’s name and year,
2. The awardee’s name engraved on a perpetual plaque, and
3. An engraved hanging tag to attach to the Guild name tag indicating “Master Quilter.”

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12.05(o) Membership Packet

The Membership Packet for all new Members shall include:

1. Membership Card
2. Membership Roster
3. Bylaws
4. Name Tag
5. Membership Pin
6. A list of responsibilities and opportunities to participate as a Member as established by the Board.

12.05(p) Membership Roster

The Membership Roster shall include:

1. A list of all Officers
2. A list of all Committee Chairs
3. Show Committee Rosters for the current and upcoming Shows
4. A list of all Members, alphabetical by surname, who are current and in Good Standing as of the end of the August General Membership Meeting.

12.05(q) Newsletter Content

The Newsletter shall include, if available by deadline:

- Program Information
- President's Letter
- Any required notices or reports
- Future Programs, Workshops, Scheduled Guild Meetings
- Quilt Show Information
- Officer and Committee Chair Roster
- Member Updates, Officer/Committee information
- Block of the Month
- Minutes of Executive Board
- Minutes of General Meeting of Members
- Treasurer's Summary
- Calendar of Events, Member/Affiliate News
- Guild Information
- All other materials as space allows

12.05(r) Office Hanging Tags for Name Badges

At the new Officer installation in June, all outgoing Officers shall return their Office Hanging Tags to the incoming or continuing President. The incoming/continuing President shall present them to the Office holders of the newly installed Board.

By the July General Membership Meeting, the Membership Chair shall provide to all outgoing Officers who have served full terms, and who wish to have them, a hanging tag designating their Office and years of service.

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12.05(s) Procedures Manuals

12.05(s)1 At the June Board Meeting, each Officer shall produce their updated Procedures Manual (primary copy) and one (1) set of inserts which would update the secondary copy. These shall be delivered to the Parliamentarian who will hold the Office for the following Fiscal Year. The Parliamentarian shall include the inserts in the secondary copies.

12.05(s)2 At the July Board Meeting, the current Parliamentarian shall deliver to each elected Officer the primary copy of the Procedures Manual (“Procedures Manual”) for the Office. The secondary copy shall be retained as a backup set by the Parliamentarian.

12.05(s)3 The Procedures Manual shall include:

1. The recorded Procedures of all previous holders of the Office going back as far as there is information (“Archival Procedures”).
2. A set of Board approved Performance Data (“Performance Data”) for the Office. The Performance Data for the Office shall be faithfully maintained and updated for all terms for which the incumbent serves. Any deletions of historical Performance Data or categories of data must be approved by the Board. Any additions to categories of Performance Data must be approved by the Board.
3. A Critical Timeline (“Critical Timeline”) for the Office which shall include by month, beginning with the month of July, important dates or deadlines of which any office holder must be aware, to include but not be limited to:
 - Filing deadlines
 - Payment deadlines
 - Application deadlines
 - Contractual deadlines
 - Scheduling deadlines
 - Planning deadlines
 - Reporting deadlines
 - Publication deadlines
 - Any deadline for a required activity or action

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12.05(t) Program Schedule

The Executive Board shall approve the schedule of programs for the coming year. The schedule and any revisions to it shall be published in the Newsletter in a timely fashion.

12.05(u) Record of Assets

A permanent record of all assets shall be kept in proper form by the Equipment/Inventory Chair.

Each outgoing Officer must turn over to the Equipment/Inventory Chair all assets, equipment, stationery, etc., and sign off for exactly what was returned, including the condition of the item(s).

The incoming Officer shall then sign the item(s) out, including condition, and remain responsible until she/he surrenders the item(s).

Any asset no longer needed or operational should be formally removed from the assets list by motion of the Executive Board and approval by the General Membership.

12.05(v) Treasurer's Report Available at Membership Meetings

A summary of the Treasurer's monthly report shall be published in the Newsletter and presented at the following General Membership Meeting.

A detailed copy of the monthly line item Treasurer's Report against Budget and the Show Committee line item report against Budget will be made available at each General Membership Meeting for review by any interested Member.

12.05(w) Visitors

A "Visitor" is a non-Member who is not the Guest of a Member.

Visitors attending any meeting must pay an attendance fee ("Visitor Fee") as set by the Executive Board for that meeting. If no specific fee has been set, the Visitor Fee is \$5.00. The Visitor Fee must be paid upon entry.

12.05(x) Rules of Etiquette for Workshops

The Board shall establish and update a document entitled "Rules of Etiquette for Workshops" which shall be made available to all who take Guild workshops. A copy of the current "Rules of Etiquette for Workshops" is attached as Exhibit A.

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EXHIBIT A

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Rules of Etiquette for Workshops

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[To be presented separately for approval.]

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