

## Bylaws Change Summary

ARTICLE		TITLE		CHANGES
OLD	NEW	OLD	NEW	
I	1	<b>Name.</b>	Name	Changed verb tense to present Created several Defined Terms Used the exact language from the Articles of Incorporation
XV	1	<b>Incorporation</b>	Name	Put organization date reference in this Article Used the exact language from the Articles of Incorporation
II	2	<b>Purpose.</b>	Purpose	Used the exact language from the Articles of Incorporation, in particular since it's "irrevocable" Defined Terms
III	3	<b>Members.</b>	Members and Meetings of the Membership	The General Membership Meetings section has been moved to this Article General Membership is defined
III-A	3.02	<b>Eligibility</b>	Eligibility for Renewal of Membership	Predicated on Good Standing Definition of Good Standing moved to Standing Rules Eligibility for Renewal moved to Standing Rules
III-B	3.01	<b>Classification of members</b>	Member Categories	Subheading added The term "Members" is used consistently in heading
III-B-1	3.01(a)	<b>Active members</b>	Active Members	Defined Terms Quorum and Senior sentences reversed in order "citizen" removed
III-B-2	3.01(b)	<b>Affiliate members</b>	Affiliate Members	Defined Terms Addition: Pay dues defined in Standing Rules ... <u>may</u> have an introductory write-up ... Addition: Principle not eligible to become Active Member
III-B-3	3.01(c)	<b>Charter members</b>	Charter Members	Defined Terms Removed reinstatement language (What's the point?) Addition: Charter Membership by itself does not constitute Active Membership. Clarified its honorary status
III-B-4	3.01(d)	<b>Honorary Life membership</b>	Honorary Life Members	Defined Terms Eligibility and Procedure moved to Standing Rules ... but shall be subject to all other membership eligibility requirements [technically is possible for them to fall out of Good Standing] Clarification as Active Member
III-B-5	3.01(e)	<b>Lifetime active membership</b>	Lifetime Active Members	Defined Terms Clarification of permanent waiver of dues ... but shall be subject to all other membership eligibility requirements Clarification as Active Member
III-B-6	3.01(f)	<b>Newsletter only membership</b>	Newsletter Members	Defined Terms Entitled only to receive the Guild's Newsletter (subscription reference removed) Addition: Reference to dues in Standing Rules

## Bylaws Change Summary

ARTICLE		TITLE		CHANGES
OLD	NEW	OLD	NEW	
				Clarification as NOT an Active Member
III-B-7	3.01(g)	Other categories	No Other Membership Categories	added a comma
III-C	3.03	Numbers	Limit to Number of Members	Defined Terms: Active Members, Notice
IV	4	Finances.	Finances	Use of Defined Terms throughout B-added the word "authorized" C - Reference to "recorded in the Standing Rule" E - Prepared by the Budget Committee (just to be clear) F - inserted the term "audit" for clarity done by Audit Committee; presented to Board in September
VIII	5	Meeting of the General Membership.	General Meetings of the Membership	
VIII-A	5.01	[day and location]	Day and Location	No change
VIII-B	5.02	[quorum]	General Meeting Quorum	Added: "simple" majority vote
VIII-C	5.03	[proxy]	General Meeting Proxy	No change
IX	6	Executive Board.	Executive Board	
VIII-D	6.01	(formerly in the Membership section)	Executive Board Authority	Move to the Exeutive Board section
IX-A	6.02	Executive Board.	Members of the Executive Board	Expanded definition to enumerate all the Officers
IX-C	6.02.01	Executive Board.	Immediate Past President	
V-A	6.02.02	Officers; Titles	Assistant Chairs	The term "co-chair" has been replaced by Assistant Chair Voting rights clarified By implication, accountability clarified
V-B	6.03	Officers; Election	Term of Office	Defined in terms of the Fiscal Year Quilt Show Chairs are noted as an exception to the 1 year term
V-C	6.04	Officers; Vacancies	Vacancies in Office	Definition is expanded
V-D	6.04.01 6.04.02	[new] Officers; Vacancies	Removal from Office Filling of Vacancies	Term defined as remainder of vacated term Partial term served does not apply to the successive term limit Simply majority vote clarified
	6.05	[new]	Board Meetings	
VIII-G	6.05	[all members invited]	[no title]	Move to the Exeutive Board section
VIII-E(a)	6.05.01	Meetings of the General Membership [regular meetings of the Exec Board]	Regular Board Meetings	Move to the Exeutive Board section Defined term: Regular Meetings

## Bylaws Change Summary

ARTICLE		TITLE		CHANGES
OLD	NEW	OLD	NEW	
VIII-E-(a); IX-B	6.05.02	Meetings of the General Membership [Extended Board meetings]; Executive Board	Extended Board and Extended Board Meetings	Move to the Executive Board section Defined terms: Extended Board, Extended Board Meetings
VIII-E-(b)	6.05.03	Meetings of the General Membership	Notice of Board Meetings	Applies to Regular and Extended
VIII-E-(b)	6.05.04	Meetings of the General Membership [special meetings of the board]	Special Meetings of the Board	Move to the Executive Board section (has its own special Notice section)
VIII-F	6	[no proxy votes]		Move to the Executive Board section
VII V-B	6	Nomination and Election.	[Moved to Executive Board] Nomination and Election	
			Timing	From the Officer section, moved to Nomination and election and summarized
			The Nominating Committee	Added 1 member (Parliamentarian plus 4) Requires 2 Officers (Parliamentarian plus 1) Elect in September (not May) to address several complicated logistics issues Serve the "remainder of the Fiscal Year" Defined Terms: Sign-Up List, List (of recommended candidates); Written Consent (to stand for office) Must meet to discuss and evaluation potential candidates May provide more than one candidate for a given Office Some changes in heading titles
V	7	Officers.	Officers	Included a second enumeration of the Officers (listed first in Executive Board definition)
		Titles.	Officer Titles	Co-Chair language is moved to [Executive Board] (Odd) and (Even) designations for Quilt Show Chair are removed. One of the two Quilt Show Chair Office positions has been deleted, leaving only one Quilt Show Chair.
		Election.		Moved to [Executive Board]
		Vacancies.		Moved to [Executive Board]
		Filling Vacancies.		Moved to [Executive Board]
VI	7	Duties of the Officers.	Officers	Use of Defined Terms throughout
		General Duties of All Officers.	General Duties of All Officers	
			Procedures Manual	Specifics moved to Standing Rules Added: ". . . malfeasance of Office to lose, remove, or destroy any of the Archival Procedures or historical Performance Data without motioned consent of the Board" Failure to update and submit affects Good Standing
			Proposed Budget	No substantive change

## Bylaws Change Summary

ARTICLE		TITLE		CHANGES
OLD	NEW	OLD	NEW	
			Operational Committee	"administrative" committee changed to "operational" committee
			Duties of the Office	Removed: "by the President working with a Standing Committee"
			"Submit to the Treasurer"	No substantive change
			Keep Copies	No substantive change
			Articles to Newsletter	No substantive change
			Other Duties	Added this section: Perform other duties as assigned by the President.
		<b>President</b>	President	Defined as the Chief Executive Officer of the Corporation Defined as the Agent for Service of Process of the Corporation "presents" an Annual Report to the Members; not just make a report to be filed Added: 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. New requirement of Procedures Book defined in Standing Rules.
		<b>Vice President</b>	Vice President	No substantive change
		<b>Recording Secretary</b>	Recording Secretary	Defined as the Secretary of the Corporation Files Annual Statement of Information with California Secretary of State Publishes actual Executive Board minutes; not just a summary Keeps separate logs of resolutions of the Board and Membership Keeps the official Corporate Minute Books of the Corporation
		<b>Corresponding Secretary</b>	Corresponding Secretary	Specifically calls out reminders of Board meetings and direction thereto
		<b>Treasurer</b>	Treasurer	Defined as the Chief Financial Officer of the Corporation Is "custodian" of securities and funds - "not has the general care" Added: "record, and account" to "collect the funds" Added: authorized "reimbursements" to "authorized bills" to be paid Submit to the Executive Board <b>for approval</b> a monthly accounting of all unbudgeted expenditures <b>and any expenditure that exceeds the approved line item budgeted amount.</b> Added: Prepare and deliver financial records to the accounting firm responsible for the preparation of the year end taxes for the Fiscal Year and deliver the year's backup receipts to the incoming Treasurer as their final act of Office.
		<b>Parliamentarian</b>	Parliamentarian	Added: "Committee Chairs" to the responsibility regarding Procedures Manuals Deleted: responsibility to ensure updating. This is beyond the ability of this Office to perform.
		<b>Program Chair</b>	Program Chair	No substantive change
		<b>Workshop Chair</b>	Workshop Chair	"Rule of Etiquette for Workshops" is documented in Standing Rules Added: Collect and record workshop fees and give them to the Treasurer

## Bylaws Change Summary

ARTICLE		TITLE		CHANGES
OLD	NEW	OLD	NEW	
		<b>Quilt Show Chair (Odd)</b>		(Odd) removed This one has been deleted altogether so that only one Quilt Show Chair remains.
		<b>Quilt Show Chair (Even)</b>	Quilt Show Chair	(Even) removed; one Quilt show Chair remains Removed the Even/Odd term language.
		<b>Membership Chair</b>	Membership Chair	Defined term: "Member File" is the current record of Members Shifted timing of Arrears Notices to be sent with the Renewal of Membership Notices (from August). Added: Tracking Roster distribution Added: Tracking Guests Membership Packet content moved to Standing Rules Roster content moved to Standing Rules
		<b>Newsletter Chair</b>	Newsletter Chair	Added: Edit all submitted materials "in collaboration" with the person making the submission and the President. Content defined in Standing rules
<b>X</b>	<b>8</b>	<b>Standing Committees</b>	Standing Committees	New Article Name
		<b>Equipment/Inventory</b>		
		<b>Historian</b>		
		<b>Hospitality</b>		
		<b>Library</b>		
		<b>Philanthropy</b>		
		<b>Publicity</b>		
	<b>9</b>	<b>Special Committees</b>	Special Committees	New Article Name
		<b>Audit</b>		
		<b>Block of the Month</b>		
		<b>Budget</b>		
		<b>Friendship Groups</b>		
		<b>Loving Hands</b>		
		<b>Nominating</b>		
		<b>Quilt Show Committee</b>		
		<b>Opportunity Quilt</b>		

## Bylaws Change Summary

ARTICLE		TITLE		CHANGES
OLD	NEW	OLD	NEW	
		Telephone		
		Trip		
XI	10	Logo.	Logo	Defined Terms Language consolidated and tightened. Authorized use becomes dependent on whether its being use for "authorized" Guild activity
XII	11	Parliamentary Authority.		... Bylaws or with any special rules ... Deleted ... special rules [of order].
XIII	12.01	Adoption of By-Laws.	Bylaws Adoption of Bylaws	New Article Name Became a subsection of Bylaws Defined Terms The original Bylaws were adopted at a specific point in time in the past. They are no longer proposed nor "may be." Language about "adopting" is moved to the Amendment subsection
XIV	12.02	Amendments of By-Laws.	Amendment of Bylaws	Communication method (Notice) of proposed amendment(s) to be determined by the EB. Communication methods not limited to Newsletter Changed the time frame of Notice Defined Terms
XV	I	Incorporation.	Name	Moved into the Name Article
XVI	13	Dissolution of the Glendale Quilt Guild, Inc.	Dissolution	Defined Terms
	13.01		Vote to Dissolve	Subsection heading added
	13.02		Distribution of Assets	Subsection heading added Asset(s) treated as both singular and plural (is/are)
	13.03		Completion of Dissolution	New material added to indicate who completes Dissolution
XVII	14	Standing Rules.		Order of items and format revised