

BYLAWS
Glendale Quilt Guild, Inc.
Revised, Adopted, and Effective: June 12, 2019

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Article I - NAME

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

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**

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 Section 12.05(f),
- and be eligible to hold Office.

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

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 Section 12.05(f).
- 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 Section 12.05(j). 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) Past President Special Members This membership category shall be applied to all past Presidents who have served a minimum of one complete term (1 Fiscal Year). Past Presidents shall receive a waiver of dues for the number of full years served as President in accordance with Standing Rules Section 12.05(f). These Special Members shall be Active Members only if they have met all the criteria for Active Membership in Sec. 3.01(a) except for the payment of dues.

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 Section 12.05(h).

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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").

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

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

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

Article IV - FINANCES

4.01 Fiscal Year The "Fiscal Year" shall be from July 1 to June 30.

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

4.03 Dues "Dues" for all categories of Membership shall be set by the vote of the General Membership upon recommendation of the Executive Board and shall be recorded in the Standing Rules Section 12.05(f).

4.04 Payment of Dues Dues shall be paid to the Membership Chair. Dues shall become payable on July 1 and shall become delinquent on September 1. Any person who becomes delinquent in payment of Dues shall be dropped from Membership automatically. Dues for all new Members joining other than in July will be the same as those set forth in the Standing Rules.

4.05 Budget An Annual Budget ("Budget") shall be prepared by the Budget Committee and presented to the Executive Board prior to the June General Membership Meeting and to the General Membership for approval at the June General Membership Meeting.

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4.06 Financial Review The Audit Committee shall conduct a financial audit immediately after the end of each Fiscal Year, and the results shall be reported to the Board at the next Executive Board Meeting .

4.07 Assets Inventory An inventory of all assets and property of the Glendale Quilt Guild, including the name of the person presently having physical control of the asset and the physical condition of the asset, must be recorded and maintained by the Equipment/Inventory Chair and updated each year by the end of the Fiscal Year.

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

Article V - EXECUTIVE BOARD

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

- 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,
- Maintain a Conflict of Interest Policy, and
- None of its acts shall conflict with actions taken by the Membership of the Guild.

5.02 Members of the Executive Board The Executive Board consists of the twelve (12) elected Officers (the “Officers,” and, in reference to their position, “Office”) of the Guild. The Officers of the Guild are the:

- President
- Vice President
- Recording Secretary
- Communications Secretary
- Treasurer
- Parliamentarian
- Program Chair
- Workshop Chair
- Fund Raising Chair
- Membership Chair
- Newsletter Chair
- Loving Hands Chair

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The Officers are the only voting members of the Board. When an Office is held simultaneously by more than one person, the Office has only one vote. When a vote is required, the multiple holders of the Office must decide amongst themselves who will vote the single vote and how.

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.

5.03 Term of Office Officers shall hold Office for one (1) Fiscal Year.

In the case of the Fund Raising Chair, while the Term of Office is one (1) Fiscal Year (July through June), the Term of Service is eighteen (18) months, ending in December of the following Fiscal Year. This is intended to support any planned fund raising events which may occur in the six (6) months following the completion of the Term of Office. The voting right for this Office is effective only for the Term of Office.

No person may serve in the same Office for more than two (2) consecutive years without formal Board approval and, in no case, longer than four (4) consecutive years.

5.04 Vacancies in Office An Office is "Vacant" (there is a "Vacancy") if:

5.04(a) Resignation An Officer formally resigns.

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

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

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

5.04(e) Removal An Officer is formally "Removed" from Office. A simple majority vote of the Board is sufficient to Remove an Officer from Office for malfeasance in Office or failure to perform the duties of an Office as defined in these Bylaws.

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5.04(f) Filling Vacancies

5.04(f)1 Vacancies in an Office shall be filled by a simple majority vote of the Executive Board. The Officer filling the vacancy shall serve the remainder of the unexpired term of the vacated Office. Such partial term shall not count in the computation of “consecutive years” under Sec. 5.03.

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

5.04(f)3 An Officer who fills a vacated Office is eligible to stand for election for any Office in the succeeding term for which she/he may qualify.

5.05 Board Meetings

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

5.05(a) Regular Board Meetings and Quorum “Regular Meeting(s)” of the Executive Board shall be held once a month. A Quorum to conduct business of the Executive Board is six (6) Officers. In the case of a tie vote on any issue, the President shall cast the deciding vote.

5.05(b) Notice of Board Meetings Dates, times, and locations of all Regular and Extended Board Meetings shall be published regularly in the Newsletter.

5.05(c) Special Meetings of the Board “Special Meetings” of the Board may be called:

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

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

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

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

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5.06 Nomination and Election

5.06(a) Timing

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

- Are nominated for election in April,
- Are elected at the General Membership Meeting in May,
- Are installed in June, and
- Assume office July 1 at the beginning of the new Fiscal Year.

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 .

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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.

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 Nominating Committee

- Include any candidate nominated and seconded from the floor who is in Good Standing and 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 Parliamentarian or the Parliamentarian's designee.

Article VI - OFFICERS

6.01 Officers Defined

The Officers of the Guild are the:

- President
- Vice President
- Recording Secretary
- Communications Secretary
- Treasurer
- Parliamentarian
- Program Chair
- Workshop Chair
- Fund Raising Chair
- Membership Chair
- Newsletter Chair
- Loving Hands Chair

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The Officers listed above are to be considered defined terms.

6.02 General Duties of All Officers and Committee Chairs

Each and every Officer/Committee Chair shall:

6.02(a) Procedures Manual Maintain a “Procedures Manual” for the Office/Committee in accordance with the Standing Rules Section 12.05(r).

- Officers/Committee Chairs shall not lose, remove, or destroy any Archival Procedures or historical Performance Data without motioned consent of the Board.
- Any Officer/Committee Chair who has not submitted a completely updated Procedures Manual by the August General Membership Meeting shall lose Good Standing status until this requirement has been fulfilled.

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

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

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

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

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

6.02(g) Newsletter Submit relevant articles or records in a timely manner for the Newsletter.

6.02(h) Other Duties as Assigned Perform other duties as assigned 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 ten (10) 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 Fund Raising events subject to Board approval.
- Distribute the mail to the appropriate person 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”) or appoint another person to serve on their behalf.
- 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.

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- Keep separate logs of all resolutions of the Board (the “Board Resolution Log”) and of the Membership (the “Membership Resolution Log”).
- Faithfully establish and maintain separate Corporate Minute Books for both Board and General Membership Meeting minutes. File copies of the final approved minutes in the appropriate Corporate Minute Books.

6.03(d) Communications Secretary The Communications Secretary shall:

- Oversee and report on the work of the following Standing Committees:
 - Email Blast
 - Sunshine & Shadows [formerly Corresponding Secretary]
 - Electronic Media which includes the website, Facebook, and all other forms of electronic and social media (recommend regular attendance at Board Meetings)
- Manage the Guild website budget.
- Be custodian of current electronic copies of all Procedures Manuals.

6.03(e) Treasurer The Treasurer shall:

- Be the Chief Financial Officer of the Corporation and maintain all financial records of the Corporation.
- Be the custodian of all securities and funds of the Guild.
- Collect, account for, and record the funds of the Guild.
- Pay all authorized bills and reimbursements of the Guild.
- Submit to the Executive Board for approval a monthly accounting of all unbudgeted expenditures and any expenditure that exceeds the approved line item budgeted amount.
- Prepare a written cash flow report and budget report for review each month and present it to the Executive Board at each Board Meeting. Present the cash flow report to the Membership at each General Membership Meeting.

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- Chair the Budget Committee.
- Present a proposed itemized budget to the Executive Board in June for its approval for presentation to the June General Membership Meeting.
- Present the proposed itemized budget to the Membership for approval at the June General Membership Meeting.
- Manages the Guild's electronic event booking and payment system and reports to the Executive Board on status and issues.
- 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.
- Be an authorized Guild Officer eligible to sign checks and contracts of the Guild.
- Be bonded for Guild matters at Guild expense.

6.03(f) Parliamentarian The Parliamentarian shall:

- Assure that proper parliamentary procedures are followed at all meetings of the Guild.
- Provide a copy of the current Bylaws with Standing Rules for reference by the Members during General Membership Meetings and by the Board at Executive Board Meetings.
- Serve as Chair of the Nominating Committee.
- Verify that all Procedure Manuals have been distributed at the beginning of each Fiscal Year.
- Chair any Bylaws review activities.

6.03(g) Program Chair The Program Chair shall:

- Be responsible for all General Membership Meeting programs.
- Work in collaboration with and inform the Workshop Chair of all program planning.

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- Be authorized to execute such contracts as are necessary to carry out the Program duties of the Office. All contracts require two (2) authorized signatures, one of which shall be the President. Provide copies of contracts executed to the President, Workshop Chair, and Treasurer.
- Ensure that the Program presenter completes the appropriate tax forms which shall be given to the Treasurer and provides appropriate documentation for payment and/or reimbursement.

6.03(h) Workshop Chair The Workshop Chair shall:

- Be Chair for all workshops and related activities with the exception of Fund Raising event workshops.
- Be authorized to execute such contracts as are necessary to carry out the Workshop duties of the Office. All contracts require two (2) authorized signatures, one of which shall be the President. Provide copies of executed contracts to the President, Program Chair, and Treasurer.
- Work in collaboration with and inform the Program Chair of all Workshop planning.
- Give at least thirty (30) days notice to the General Membership for every Workshop.
- Ensure that the Workshop presenter completes the appropriate tax forms which shall be given to the Treasurer and provides appropriate documentation for payment and/or reimbursement.
- Provides for the coordination of each workshop to handle administrative matters and assure the smooth functioning of the workshop, including but not limited to, setting up the facilities, cleaning up after the class, and assisting the teacher as needed.
- Collect and record workshop fees and give them to the Treasurer.

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6.03(i) Fund Raising Chair The Fund Raising Chair shall:

- See Section 5.03 for definition of Term of Office and Term of Service.
- Have significant prior experience on the Fund Raising Committee and the approval of the Executive Board.
- Be authorized to execute such contracts as are necessary to carry out the fund raising duties of the Office. All contracts require two (2) signatures, one of which shall be the President. Provide copies of executed contracts to the President and Treasurer.
- Prepare by May a proposed Fund Raising Budget for the following year for the approval of the Executive Board.
- Be an authorized Guild Officer eligible to sign checks and contracts of the Guild which are related to Fund Raising events.
- Maintain a Procedures Manual for the Office of Fund Raising Chair including all necessary information and suggestions about the organization and production of Fund Raising events. Ensure that the next Chair receives a copy.
- Assist the Treasurer with the completion of all financial transactions to close the books on the Fund Raising events.

6.03(j) Membership Chair The Membership Chair shall:

- Recruit new Members to the Guild.
- Maintain a current record of Members ("Member File")
- Collect and record Annual Dues and give them to the Treasurer.
- Staff the Membership table at least one-half (1/2) hour before every General Membership Meeting.
- Collect and record by Membership Category all Dues from new Members and fees from Visitors.
- Provide and maintain the sign-in sheets for General Membership Meetings

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- Track Roster Distribution
- Track Guests
- Prepare the Membership Roster as defined in the Standing Rules Section 12.05(o) for distribution to all Members by the General Meeting in October. A printed copy of the most up to date Member File shall be kept at the Membership Table at each General Meeting for Members to check the accuracy of their personal information.
- Provide monthly updates of additions, deletions, and corrections to the Roster to the Newsletter Editor.
- Distribute Member Packets as defined in the Standing Rules Section 12.05(l) to all new Members at the first General Membership Meeting following payment of dues. Should the new Member not attend that meeting, the packet shall be mailed immediately following that meeting.
- Notify Affiliate Members of their responsibilities and obligations to the Guild.
- Prepare membership renewal notices prior to the end of their term and delivers them to the incoming Membership Chair.

6.03(k) Newsletter Chair The Newsletter Chair shall:

- Publish and distribute a regular monthly Newsletter to all Members and subscribers.
- Edit all submitted materials in collaboration with the person making the submission and the President. The Newsletter must include material as defined in the Standing Rules Section 12.05(n).
- The Guild Newsletter must be mailed to Members or posted to the Guild website so that it may be reviewed by Members the week prior to the General Membership Meeting.

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6.03(I) Loving Hands Chair The Loving Hands Chair shall:

- Oversee the work of the charitable activities of the Guild in making and distributing quilts for charitable purposes on behalf of the Guild.
- Integrate the work of the Committee into the Program and Workshop activities of the Guild.
- Record and report quarterly to the Executive Board and the Membership:
 - The productivity of the committee
 - The delivery of charitable quilts to worthy recipients
- Acknowledge all participants in the work of the Committee in the Newsletter and on the website
- Manage the inventory of in kind donations and supplies associated with the work of the Committee

Article VII - STANDING AND SPECIAL COMMITTEES

Any Standing Committee or Special Committee may be referred to as a "Committee" or, collectively "Committees."

7.01 Standing Committees Defined A Standing Committee is distinguished from a Special Committee by one or more of the following characteristics: It is required to execute the activities of the Guild as defined in the Bylaws and/or is responsible for a large amount of assets of the Corporation.

The "Standing Committees" are:

- Audit
- Budget
- Communications Committees:
 - Email Blast
 - Sunshine & Shadows
 - Electronic Media
- Equipment/Inventory
- Loving Hands
- Nominating
- Philanthropy
- Publicity
- Fund Raising

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

The "Special Committees" are:

- Block of the Month
- Hospitality
- Opportunity Quilt Committee
- Trips
- and such other Special Committees as the President and the Executive Board may deem necessary to establish.

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

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

7.05 Chair Proposes Committee Members Except as otherwise provided in the Bylaws, the Chair of each Standing or Special Committee ("Chair") shall select the members of the Committee in consultation with the President and with the formal approval of the Executive Board. It is the duty of the Chair to submit a proposed Committee member list to the Executive Board within thirty (30) days of the assumption of the Chair.

7.06 Committee Member Term The term of membership on a Committee is one (1) fiscal year or until the Committee has fulfilled its purpose. There is no limit to the number of terms a Member may serve as a Committee member.

7.07 Committee Procedures Manuals All Chairs must keep an up-to-date manual of the procedures of their committees to be transmitted intact to the outgoing Parliamentarian at the termination of the holding of the position. This shall contain the same type of information as the Procedures Manual for an Office as defined in the Standing Rules Section 12.05(p).

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7.08 Specific Functions and Duties of Standing Committee Chairs

7.08(a) Audit The Audit Committee shall:

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

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

7.08(b) Budget The Budget Committee shall:

- Prepare the annual Guild Budget and present it to the Executive Board for approval and for recommendation to the Membership.
- Include, but is not limited to,
Current Treasurer, who serves as Chair of the Committee,
Current President,
Outgoing Fund Raising Chair,
Incoming Fund Raising Chair,
Incoming President, and
Incoming Treasurer.

7.08(c) Email Blast Committee shall:

- Maintain an up to date list of Member email addresses.
- Communicate email changes to the Membership Chair.
- Send email blasts in a timely manner at the instruction of the Executive Board per the President.
- Communicate and coordinate all activities with Communications Secretary.

7.08(d) Sunshine and Shadows Committee shall:

- Send greetings of congratulations and compassion to Guild Members.
- Handle all Guild social correspondence.
- Communicate and coordinate all activities with Communications Secretary.

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- 7.08(e) Electronic Media** Committee shall:
- Maintain the structure of the Guild website.
 - Maintain the accuracy of current information posted on the Guild website.
 - Be the primary liaison with the Guild webmaster.
 - Coordinates with all Officers and Chairs to ensure timely updates to any other forms of social media in which the Guild is engaged.
 - Communicate and coordinate all activities with Communications Secretary.

- 7.08(f) Equipment/Inventory** The Equipment/Inventory Committee shall:

- Keep an accurate record of all assets and property of the Guild and submit an annual report at the end of the Fiscal Year to the Executive Board which shall include an accurate record of the person having physical control of the asset and the condition of the asset.
- Receive all assets, equipment, stationery, etc., from outgoing Officers and, noting condition, check out same to incoming Officers.
- Keep in a suitable fashion a collection of photographs, news clippings, other publicity, and any other materials relevant to the history of the Guild as provided by various Guild Officers.
- Keep in a suitable fashion the Fund Raising event records, such as promotional flyers, programs, and any other printed materials from the year's fund raising activities as provided by the Fund Raising Chair.
- Keep and/or display in a suitable fashion the Guild's Master Quilter Plaque.
- Make recommendations to the Executive Board regarding assets which need to be replaced or eliminated.

- 7.08(g) Nominating** [See Section **5.06(b)**]

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7.08(h) Philanthropy The Philanthropy Chair shall:

- 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 philanthropic projects.

Any philanthropic project proposed for the Guild must be voted on by the Membership at a General Membership Meeting.

7.08(i) Publicity The Publicity Committee shall:

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

7.08(j) Fund Raising The Fund Raising Committee shall, with the approval of the Executive Board:

- Report to the Executive Board.
- Set the date and time of Fund Raising events.
- Secure the site and make all necessary arrangements for security, insurance, organization, and conduct of Fund Raising events.
- Publicize and promote all phases of Fund Raising events.
- Select vendors and programs pertaining to the interests of those who would attend Fund Raising events.
- Record minutes of each Committee meeting, and maintain a record. Copies of the record will be distributed to the Fund Raising Committee members and Guild President.
- The Fund Raising Committee shall include "Subcommittee" Chairs to cover all tasks required who may not serve more than two (2) consecutive years in that position without the formal approval of the Board, and, in no case, longer than four (4) consecutive years.

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7.09 Specific Functions and Duties of Special Committee Chairs

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

- Plan, promote, and conduct the Block of the Month activity.
- As an option, present a quilt pattern utilizing the Blocks of the Month.
- Ensure that copies of the block pattern for the Block of the Month are available at the General Membership meeting prior to the contest and are provided in a timely manner in clear and legible form to the Newsletter Editor.
- Not accept more than five (5) blocks per person per month.

7.09(b) Hospitality The Hospitality Committee shall:

Plan and coordinate refreshments and all other hospitality details of the General Membership Meetings.

7.09(c) 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.

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- 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(d) 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.
- Report the financial performance of all trips to the Executive Board.
- When using private transportation, secure drivers with valid California drivers' licenses, safe driving records, and with vehicles in good condition and covered by ample liability insurance.
- Designate in advance at least one (1) member of the Committee to accompany the trip to coordinate all details.

Article VIII - LOGO

The Guild will have a corporate logo or logos authorized for use by the Executive Board. The logo(s) may be used for all authorized Guild activities. All use of the logo(s) other than provided for in the Bylaws must be approved in advance by the Executive Board.

Article IX - PARLIAMENTARY GUIDANCE

While the Guild is not required to strictly follow *Robert's Rules of Order* on a day-to-day basis, when required and as a matter of guidance, the rules contained in the latest edition of *Robert's Rules of Order*, as revised, shall cover the Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules the Guild may adopt.

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Article X - BYLAWS

10.01 Adoption of Bylaws: These Bylaws were adopted at a General Membership meeting of the Guild by a two-thirds (2/3) vote of the Active Members present on June 12, 2019

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

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

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

Article XI - DISSOLUTION

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

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

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

- President/Chief Executive Officer
- Treasurer/Chief Financial Officer
- Recording Secretary/Corporate Secretary

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Article XII - STANDING RULES

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. See Section 12.03.

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 Written 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 July 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 President in advance when they will be present at a Board meeting.

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 July 1, 2019.

Active Members	\$45.00
Affiliate Members	\$45.00 plus the donation of two (2) door prizes
Past Presidents	Waiver of dues for the number of full years served as President beginning with the year immediately following their years of service.
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 Fund Raising Committee Budget must be approved by the Executive Board.

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 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 Fund Raising events within each fiscal year
 2. Producing a minimum of \$10 in Opportunity Quilt Ticket donations.

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“Release” from the Service Obligation

All petitions for Release from the Service Obligation must be made in writing to the Fund Raising Volunteer Chair at least thirty (30) days in advance of a Fund Raising event date.

Medical Condition/Personal Circumstances Members who cannot perform the two (2) hours of service due to a medical condition or personal circumstances should communicate this to the Fund Raising Volunteer Chair prior to the Fund Raising event dates.

Availability Members who will be out of town or otherwise unavailable during the Fund Raising event should contact the Fund Raising Volunteer Chair for a service assignment that can be completed prior to the event.

Board Authorized Release Members who fail to perform fund raising service or satisfy their \$10 opportunity quilt obligation and who do not arrange with the Fund Raising Volunteer Chair for Release must petition for Release in writing to the Board within ten (10) days of the date of a Fund Raising event.

If Release is not granted by the Board, the Member will not be in Good Standing and will not be eligible to renew their Membership for a period of one (1) Fiscal Year. In this circumstance, the individual may still attend all Guild Meetings which are open to the public as a Visitor, subject to the payment of the Visitor Fee, without the privilege of voting.

12.05(i) Guests

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

12.05(j) Honorary Life Member Procedure

The timetable and procedure for Honorary Life Membership shall be as follows to be coordinated by the Vice President:

Timetable

Consideration for Honorary Life Membership shall be conducted every three (3) years beginning in year 2013 to enact the following timetable:

- November Newsletter An announcement requesting the written submission of nominations and nomination forms.

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- January Meeting Nomination from Members submitted to the Vice President
- March Meeting Membership vote
- April Newsletter Publication of the individual selected

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 the Vice President
- The Vice President 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.
- 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) 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."

12.05(l) Membership Packet

The Membership Packet for all new Members shall include:

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

12.05(m) Membership Roster

The Membership Roster shall include:

1. A list of all Officers
2. A list of all Committee Chairs
3. Fund Raising Committee Rosters for the current and upcoming fund raising events.

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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(n) Newsletter Content

The Newsletter shall include, if available by deadline:

- Program Information
- President's Letter
- Any required notices or reports (example: Loving Hands)
- Future Programs, Workshops, Scheduled Guild Meetings
- Fund Raising event 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 cash flow Summary
- Calendar of Events, Member/Affiliate News
- Guild Information
- All other materials as space allows

12.05(o) Office Hanging Tags for Name Badges

Incoming Officers will receive Office Hanging Tags as soon as possible following Installation.

12.05(p) Procedures Manuals

12.05(p)1 At the July Board Meeting, each outgoing Officer shall deliver their updated Procedures Manual in hard copy to the incoming Officer.

12.05(p)2 At the June Board Meeting, each outgoing Officer shall deliver to the Communications Secretary an electronic copy of an updated Procedures Manual for their Office.

12.05(p)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"). Current updates of these Procedures should be in the format most recently approved by the Board.
2. A set of Board approved Performance Data ("Performance Data") for the Office. The Performance Data for the Office shall

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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

12.05(g) 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(r) 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(s) Treasurer’s Report Available at Membership Meetings

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

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

12.05(t) 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.