

SANTA ROSA QUILT GUILD
BYLAWS

ARTICLE I
Name

The name of this organization shall be the Santa Rosa Quilt Guild, a non-profit organization.

ARTICLE II
Purpose

The Purpose of this Guild shall be:

1. To preserve and continue the traditions, culture, and history of the art of quilt making.
2. To contribute to the growth of knowledge in quilting techniques.
3. To sponsor and support quilting activities within the community.
4. To give comfort and show support to our community by making quilts for those in need.

Established in 1976, the Santa Rosa Quilt Guild is dedicated to preserving our quilting heritage through the education and enhancement of quilt-making skills. Our Members share a love of quilting and all things quilt-related, and welcome those who have similar interests.

ARTICLE III
Membership

- Section A. Eligibility and Classifications: Any individual with an active interest in quilts shall be eligible for Membership. Membership is automatic upon payment of annual dues.
1. Active Members: Members who have paid dues for the current year are Active Members. They may hold office, be part of a quorum, and vote on issues brought before the Membership.
 2. Affiliate Members: Interested businesses, organizations, or individuals wishing to support the Guild who have paid dues for the current year are Affiliate Members. They shall be given recognition in the roster and the newsletters, but may not hold office, vote, or be a part of a quorum.
 3. Charter Member: Those who joined the Guild on or before September 20, 1976.
 4. Honorary Life Members: Active Members honored for continued outstanding service to our Guild. They have all rights and privileges of Active Members
- Section B. Dues and Fees: Dues and fees shall be set by the Board and approved by the Membership. The Guild fiscal year begins January 1 and ends December 31.
1. New Members: Dues for new Members joining after July 1 will be one-half of the annual dues; after October 1, dues will be one-quarter of the annual dues.
 2. Renewing Members: Current year dues are due and payable by January 1 each year. Members who are late in paying dues must pay the full amount for the fiscal year.
 3. Honorary Life Members: Dues are permanently exempt for Honorary Life Members.
 4. Non-members: There may be a suggested donation for attending program meetings.
- Section C. Membership Cards:
1. Active Members: Active Members shall receive membership cards upon joining, and each year upon renewing membership by payment of dues.
 2. Affiliate Members: Affiliate Members shall not receive membership cards but may receive a certificate for each calendar year of membership.
 3. Honorary Life Members: Honorary Life Members shall receive a perpetual membership card.

ARTICLE IV
Meetings

- Section A. Regular Meetings:
1. First and third Thursdays of each month, except for the third Thursday of December
 2. Time and location as set by the Board
- Section B. Executive Board Meeting:
1. Forth Thursday of each month, as needed
 2. Time and location as set by the Board
- Section C. Annual Meeting: There shall be an annual meeting each January during which officers for the year shall be installed.
- Section D. Special Meetings: Special meetings may be called as deemed necessary by the Executive Board or the President.
- Section E. Quorum:
1. A quorum for an Executive Board meeting shall by 40% of the Board Members. Lacking such a quorum, the President may contact other Board Members to effect a substitute quorum.
 2. A quorum for a General Meeting shall consist of 20% of current Active Membership.

ARTICLE V
Elective Officers and Executive Board

- Section A. Elective Officers: The Elective Officers are President, Vice President, Program Chair, Program Chair-Elect, Recording Secretary, Corresponding Secretary, Treasurer, and Parliamentarian.
1. President
 - a. Presides at all meetings of the Guild
 - b. Calls special meetings when necessary
 - c. Represents Guild at conventions and public occasions, or appoints a substitute
 - d. Fills officer vacancies subject to approval by the Executive Board and Membership.
 - e. Appoints Chairpersons of all Standing Committees, except the Nominating and Audit Committees.
 - f. Is a Member of the Finance Committee
 - g. Is authorized to sign checks for the Guild
 - h. Assists the Treasurer in filing annual reports
 2. Vice President: Presides at meetings in the absence of the President
 - a. Assists the President in administration of Guild business
 - b. Maintains the list of standing committees and their primary responsibilities
 - c. Arranges the locations of meetings
 - d. Chairs the Audit Committee

3. Program Chair and Program Chair-Elect
 - a. Arrange, schedule, and conduct programs
 - b. Arrange, schedule, conduct self-supporting workshops, and other meetings as approved by the Board
 - c. Provide Treasurer with copies of guest artist contract
4. Recording Secretary:
 - a. Records the minutes of regular, special, and Executive Board meetings
 - b. Maintains a permanent record of the minutes
 - c. Provides copy of the minutes for the President, Treasurer, Policies and Procedures Recorder, and a binder available for the Membership
5. Corresponding Secretary:
 - a. Conducts Guild correspondence under the President's direction
 - b. Maintains five years of correspondence records
6. Treasurer:
 - a. Receives and disburses Guild monies and keeps permanent account of same
 - b. Presents monthly financial statements at regular and Board meetings and provides copies for the President and Secretary
 - c. Presents annual report to membership at end of fiscal year
 - d. Prepares and files annual forms as required by the state and federal governments
 - e. Chairs Finance Committee and presents proposed annual budget to membership
 - f. Submits accounts to Audit Committee at end of fiscal year
7. Parliamentarian:
 - a. Ensures that proper parliamentary procedure is followed at all meetings
 - b. Advises the President of non-compliance with Bylaws and documented Policies and Procedures
 - c. Chairs the Nominating Committee

Section B. Executive Board: The Executive Board shall consist of the Elective Officers, the Chair of each Standing Committee, and the immediate Past President.

1. Transacts Guild business
2. Fills Elective Officer vacancies arising between elections
3. Appoints Active Members to serve on the Nominating, Audit, and Finance Committees
4. Holds monthly meetings, as needed
5. Votes on all expenditures submitted for payment. (Expenditures exceeding \$250.00 each to be approved by the General Membership.)
6. Approves established and dissolution of Standing Committees

ARTICLE VI Election of Officers

Section A. Procedures:

1. Only Active Members are eligible to vote or hold office.
2. In the third quarter, the Nominating Committee shall review the active roster and statements by interested Members to identify a slate of officers.
3. At the October business meeting the Parliamentarian will announce the slate of officers.
4. At the November business meeting Active Members shall vote. Nominations may be added from the floor during the voting process.
5. If there is only one candidate for a position, voting shall be by show of hands. If there are multiple candidates for a position, voting shall be by secret ballot.
6. Candidates receiving a majority of votes cast shall be declared elected.

- Section B. Vacancies:
1. Upon vacancy of the President's office, the Vice President shall complete the term.
 2. Upon vacancy of other Elective Offices, the President will appoint a replacement to complete the term, subject to approval by the Executive Board and the Membership.

Section C. Tenure: No officer may be elected for more than two consecutive terms in the same office.

ARTICLE VII Committees

Section A. Committee Chairs: Except as otherwise indicated in these Bylaws, Committee Chairs are appointed by the President with the approval of the Elective Officers.

- Section B. Standing Committees: Standing Committees are those which operate continuously throughout the year. Each Committee has one voting position on the Executive Board, which is held by the Committee Chair.
1. Proposals to establish or dissolve a Standing Committee must be approved by a majority vote of the Executive Board Members present and voting at any Executive Board meeting.
 2. The list of Standing Committees and their primary responsibilities will be maintained by the Vice President.

Section C. Other Committees: Other Committees exist as needed to facilitate Guild operations and/or coordinate Guild events and activities. Chairs of these Committees are appointed by the President, but are not voting Members of the Executive Board. Other Committees shall include, but are not limited to:

1. Audit
 - a. Consists of Vice President as Chair and one General Member
 - b. Audits the bookkeeping records at the end of the fiscal year to examine variances between actual and projected expenditures and incomes
 - c. Reports the results of the audit to the General Membership
2. Awards:
 - a. Composed of the Chair, one Board Member, and one General Member
 - b. Reviews nominations for Honorary Life Member and Merit Award for eligibility compliance and the appropriate number of valid supporting signatures
 - c. Presents eligible nominees to the Board for consideration
3. Finance:
 - a. Consists of incumbent and incoming Presidents and Treasurers, and one General Member, with the incumbent Treasurer as the Chair
 - b. Meets in the fourth quarter to propose a budget for the following year, subject to the approval of the Board at the December Board Meeting, and final approval of the General Membership at the January business meeting
4. Nominating
 - a. Consists of Parliamentarian as Chair, two Board Members, and two General Members. The President may not serve on the Nominating Committee
 - b. Meets in the third quarter to identify candidates for elective positions
 - c. Presents nominations to the Board in September and announces slate of officers at the October business meeting

ARTICLE VIII
Awards

Honorary Life Member and Merit Awards are granted at the recommendation of the Executive Board. All nominations are reviewed and eligible nominees are evaluated. However, this is not an annual award and in some years, no awards may be merited.

Section A. Honorary Life Member: This status may be awarded to an Active Member who meets the eligibility criteria listed below. Honorary Life Members receive a Certificate of Recognition and are exempt from Guild dues for life.

1. Continued outstanding service to the Guild
2. Active Member for at least five years
3. Serve full term in at least one Elected Office and one additional position (another Elected Office or Committee Chair)

Section B. Merit Award: This award may be presented to an Active Member or team of Active Members, who meet the eligibility criteria listed below. Merit Award recipients receive a Certificate of Recognition and a gold disc engraved with a rose, the initials SRQG, and the year of the award.

1. Contribute an especially dedicated amount of time and expertise to a project beneficial to the Guild
2. Active Member for at least two years

Section C. Process:

1. Active Members may submit Nomination Forms to the Awards Committee in June.
2. Nomination shall contain a statement of justification and the required number of Active Member signatures (at least 10 percent of the Active Member count in January of that year).
3. The Awards Committee shall review the nominations for eligibility compliance and verify the appropriate number of valid supporting signatures before presenting the nomination to the Board for consideration.
4. The Board shall decide by majority vote whether to recommend the award and shall act upon its recommendation.
5. Awards are presented at the Founders' Day meeting the third Thursday of September.

ARTICLE IX
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Guild may adopt.

ARTICLE X
Amendments

Bylaws may be amended at any regular or special meeting by a majority vote of the Active Membership present and voting. The proposed amendments must be announced at a preceding regular meeting. A written notice of proposed amendments shall be made available to the Active Membership at that time and a copy shall be filed with the Recording Secretary.

ARTICLE XI
Dissolution

Section A. Procedures

1. At any regular or special meeting a motion may be made to dissolve the Santa Rosa Quilt Guild.
2. Said motion must be made in writing and announced at a preceding regular meeting.
3. Said motion shall carry by a majority vote of the active membership present and voting.

Section B. Disbursement of Funds

1. A motion to disburse existing funds must be made at the time of dissolution.
2. Said motion will carry by a majority vote of the Active Membership present and voting.
3. All outstanding obligations shall be paid before remaining funds are disbursed.
4. Any funds remaining shall be donated to a non-profit organization(s) related to quilts; e.g.: museum, textile art center, research center, quilt study group, quilt guild, etc.

Section C. Disbursement of Material Assets:

1. A motion to disperse material assets must be made at the time of dissolution.
2. Said motion will carry by a majority vote of the membership present and voting. Material assets shall be auctioned to Active Members and the resulting funds disbursed as in Section B this Article. Material assets remaining after the auction shall be donated to non-profit organization(s) related to quilts, as in Section B of this Article.

Section D. The Executive Board shall act as a temporary Committee to oversee all details of Guild dissolution and disbursement of assets.

Santa Rosa Quilt Guild was incorporated May 12, 1983. (Corp. No. 1141295)

Bylaws revised in their entirety by vote of the Membership, _____.

SRQG resale No. SR-JH 27-797117

State Farm General Liability Insurance Policy # 97-C1 870-1