

GUILD OF QUILTERS OF CONTRA COSTA
COUNTY

BY-LAWS

REVISED-JANUARY 2010

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GUILD OF QUILTERS OF CONTRA COSTA COUNTY BY -LA WS

SECTION I

NAME:

The name of the Guild shall be Guild of Quilters of Contra Costa County.

PURPOSE:

The purpose of this Guild shall be to encourage the art of quilting, patchwork and related arts through educational and cultural activities and to develop a place in the community where these arts can be studied, displayed, and enjoyed.

MEMBERSHIP:

Membership is open to anyone interested in quilting and related arts.

DUES:

Dues are charged annually and are due on or before July 1 and past due after the September meeting. The amount of dues is proposed by the Board and voted upon by the membership.

FISCAL YEAR:

The fiscal year shall be from July 1 to June 30.

SECTION II

EXECUTIVE BOARD:

The Executive Board shall consist of seven elected officers which shall be, President, 1st Vice-President, 2Dd Vice-President, Recording Secretary, Corresponding Secretary, Membership Secretary, and Treasurer. These persons shall serve as the Executive Board and shall administer and report the activities of the Guild and prepare and submit an annual budget. These officers shall be elected at the May meeting and be installed at the June meeting to begin officiating at the July meeting. Each elected officer shall have one vote.

POWERS:

All powers shall be exercised by or under the authority of, and the business and affairs of the association shall be controlled by, a Board of Trustees.

NUMBER OF TRUSTEES:

The Board of Trustees shall include the Executive Board, the Chairpersons of the appointed committees. A quorum for a board meeting shall be defined as three officers and eight chairpersons. Each board member is entitled to one vote on each resolution or issue that is before the board for consideration, unless the provisions of SECTION VII, Conflict of Interest, apply.

VACANCIES:

A vacancy or vacancies shall be considered to exist in the case of the death, resignation or removal of any trustee. Vacancies on the Executive Board shall be filled by a majority vote of the remaining Board of Trustees.

MEETINGS:

The meeting of the Board shall be held monthly within 10 days following the general membership meeting, the day and time to be determined by the Executive Board.

SPECIAL MEETINGS:

Special meetings may be called at the order of the President, two or more members of the Executive Board, or 25% or more of the Guild.

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SECTION III

OFFICERS:

The Officers shall be a President, 1 st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, Membership Secretary, and Treasurer. They shall be elected as provided in SECTION V, Nominations and Elections. The Officers shall constitute the Executive Board and shall administer and report the activities of the Association.

The Executive Board shall be responsible for submitting an annual budget for the approval of the membership at large.

The Chairperson of the Budget Committee shall be the outgoing Treasurer.

No Officer shall serve in the same office for more than two consecutive years.

No Officer shall hold more than one office at any given time.

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DUTIES: President:

1. Shall serve as official representative of the Guild.
2. Shall preside at all membership meetings of the Guild and the Executive Board.
3. Shall call special meetings in accordance with the provisions of the By-Laws.
4. Shall serve as ex-officio member of all committees with the exception of the Nomination Committee.
5. Is authorized to co-sign checks drawn on the treasury of the Guild for disbursement or transfer of funds.

1st Vice-President:

1. Preside over meetings when the President is absent.
2. Become President if current President resigns.
3. Is authorized to co-sign checks drawn on the treasury of the Guild for disbursement or transfer of funds.
4. Will arrange lodging, meals, shuttle travel, introduce speakers, arrange for equipments, etc.
5. Coordinate with Treasurer for payment of speakers expenses.
6. Shall assist the President in such capacity as needed or directed.
7. Request assistance from other chairpersons as needed.

2nd Vice-President:

1. Shall assist the President and 1 st Vice-President as needed.
2. Schedule guest speakers for the general meetings.
3. Sign contracts with guest speakers.
4. Turn over list of guest speakers to the 1 st Vice-President.
5. Responsible for any write-ups for the newsletter regarding guest speakers.
6. Requests assistance from other chairpersons a needed.
7. Plans all aspects of working/social general meetings.

Recording Secretary:

1. Shall record the minutes of all meetings of the Guild, Executive Board, and combined appointed Chairpersons' meetings.
2. Shall be custodian of the minutes of the General and Board meetings.
3. Shall be responsible for preparing and having available minutes of the previous Executive Board meeting at the following Membership meeting.
4. Shall be responsible for keeping policy and procedures current.

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Corresponding Secretary:

1. Shall be responsible for correspondence for the Guild.
2. Shall keep a file of all communications received and copies of all letters sent.

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Membership Secretary:

1. Shall assemble and maintain a membership roster and provide member mailing labels.
2. Shall have available at all Membership and Board meetings one or more copies of the Guild's By-Laws.
3. Shall conduct all activities related to new and renewal membership to include, but not be limited to, collection of membership dues, preparation and distribution of membership materials including membership directory .

Treasurer:

1. Shall be responsible for all money payable to the Guild and disburse money at the discretion of the Board.
2. Shall maintain accounts at banks and/or financial investment firms approved by the Board.
3. Shall prepare a monthly financial report in triplicate, one copy to the President, one copy to the Recording Secretary to be available at the monthly Membership meeting, and one copy for the Treasurer's files.
4. Shall prepare, by June 30, the annual financial statement which consists of a balance sheet and income statement.
5. Shall collect and maintain a record of all bills received during the fiscal year.
6. Is authorized to co-sign checks drawn on the treasury of the Guild for disbursement or transfer of funds.
7. Prevent the financial records for an in-house audit to be made within 39 days of the installation of new officers.

SECTION IV

COMMITTEES:

The Committee Chairperson shall be a member of the Board of Trustees. The Chairperson shall be appointed by the President upon the advice and assistance of the other officers, and shall act in an advisory capacity at all joint meetings of the Executive Board and appointed Chairpersons. Each committee shall have one vote on the Executive Board. The Committee Chairpersons or Officers shall not commit the organization to any spending of funds over and above their approved budget without the prior approval of the Executive Board.

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SECTION V

NOMINATIONS AND ELECTIONS:

Nominating Committee:

Shall consist of at least five (5) members: The Chairperson being the Parliamentarian, two (2) members appointed by t he Executive Board, and two(2) members selected by the general membership at the February meeting. The President shall not be a member of the Nominating Committee.

1. Nominations for the Nominating Committee may be made from the floor provided the nominee has given prior consent.
2. The report of the Nominating Committee will be presented to the Board at the March meeting.
3. Names of those nominated for office will be printed in the April newsletter.

ELECTIONS:

1. Voting shall be by secret ballot when there is more than one nominee for any one office and by voice vote when nominees are unopposed.
2. A majority of votes cast shall be necessary for election. 3. Elections shall be held annually at the May Meeting.

SECTION VI

CONFLICT OF INTEREST:

A conflict of interest exists with respect to a given matter if:

1. Any member of the Board is a person or is a close relative of a person who is owner, director, trustee, staff affiliate, employee, lawyer, accountant, architect, underwriter, consultant or other professional advisory of or to an entity which favors, formally or informally or would be benefited by, or opposes, formally or informally, or would be insured by action with respect to that matter by the body ofwhich they are a member, or:
2. Any member of the Board who is unable, for any other reason, to act objectively or dispassionately without bias or the appearance of bias, and without being or appearing to be motivated by private gain with respect to any action upon that matter by the body of which they are a member .

Whenever a Board member has cause to believe that a matter to be voted upon would involve such person in a conflict of interest, that person shall abstain from both participation in and voting on such a matter. The question of whether an actual conflict exists shall be decided by a majority vote of the Board members, excluding the Board

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member or members directly involved in the conflict or possible conflict of interest and excluding any other Board members present who have already been disqualified from discussing or voting on the issue because of their own similar conflicts of interest.

A close relative is defined as a person who is a spouse, lineal ancestor, lineal descendant, brother or sister of the Board member .

SECTION VII

INDEMNITY :

Should any person be sued, whether alone or with others, because he/she is or was a Board member, officer or employee of the Association in any proceeding arising out of alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the Association or by the Association, indemnity for his/her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, may be assessed against the Association, its receiver, or its trustee, by the court in the same or a separate proceeding if: (1) the person sued is successful in all or in part, or the proceeding against him/her is settled with the approval of the court, and (2) the court finds that his/her conduct fairly and equitably merits such indemnity .

The amount of such indemnity shall be as a court determines and finds reasonable.

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The committees of the Guild shall consist of any or all of the following plus any additional deemed necessary .

Arts/Graphics/Name Tags	NCQC Representative
Block of the Month Challenge	Opportunity Quilt
Demonstrations	Opportunity Quilt Tickets
Education/Philanthropic	Parliamentarian
Greeters	Publicity
Historian	Quilt on the Frame
Librarian	Quilt Show
Mailings	Farm House Care: Classroom Hostesses
Newsletter	Sunshine
	Workshops
	Immediate Past President

Duties:

Arts/Graphics/Name Tags -Shall provide art and graphic needs as required, including name tags.

Block or the Month -Shall design and submit to the newsletter, construct one in fabric, a block to be presented at each monthly membership meeting.

Challenge -Shall recommend challenge to Board and upon approval, coordinate the purchase of material (if needed), distribution of challenge materials, collection and display of challenge entries at quilt show.

Demonstrations -Shall arrange for demonstrations presented prior to general meeting.

Education/Philanthropy- Shall be responsible for community related charitable activities throughout the year as needed.

Greeters -Shall extend the hospitality of the Guild to all new and continuing members at all membership meetings. Shall also maintain the guest book.

Historian -Shall be responsible for keeping historical records for the Guild through photographs, news clippings, and other noteworthy publicity .

Librarian -Shall be responsible for library materials.

Mailings -Shall coordinate bulk mailing of Guild information which may include newsletter, membership directories, and opportunity quilt tickets.

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DUTIES CONTINUED:

NCQC Representative -Represent the interests of the Guild at the Northern California Quilt Council meetings and report NCQC activities of the Guild.

Newsletter Editor -Shall be responsible for compiling the monthly newsletter, submitting it to the printer and distribution of same.

Opportunity Quilt -Shall be responsible for the design and construction of the yearly opportunity quilt.

Opportunity Quilt Tickets -Responsible for every aspect of obtaining the raffle tickets for the opportunity quilt.

Parliamentarian -Shall act as an advisor to the Guild using Roberts Rules of Order in all instances in which they are applicable and in which they are not inconsistent with the Guild's By-Laws. Shall preside over the election process in May and the installation of the officers in June. Shall be available to answer parliamentary questions when they arise at the meeting.

Publicity -Shall arrange for all publicity for Guild activities, including the quilt show. **Quilt Show** - Shall oversee the planning and coordination of the annual quilt show as directed by the Board.

Quilt on the Frame -Shall be responsible to oversee the quilting of the yearly opportunity quilt.

Farm House Care -Shall oversee the care of the Farm House room and the contents, and Farm House hostesses.

Sunshine -Send cards to people who are sick or have lost a loved one. **Workshops** -Shall be responsible for arranging Guild workshops. **Immediate Past President** -Shall be available for advice.

Each Chairperson shall determine the number of committee members necessary to meet the committee's needs and select the members.