

**BIG BEAR LAKE QUILT GUILD
BY-LAWS**

Approved November 8, 2017

**ARTICLE 1
NAME**

- 1.1 The name of this organization shall be the Big Bear Lake Quilters Guild, Inc. (the Guild) a non-profit corporation of Big Bear Lake, California.

**ARTICLE 2
PURPOSE AND LIMITATIONS**

- 2.1 THE Purpose of the Guild shall be educational and charitable. The Mission of the Guild shall be to further quilting expertise through educational meetings, friendship and to promote quilting in philanthropic endeavors as the Board may recommend and the General Membership may approve.
- 2.2 The Guild is a non-profit organization and is not organized for personal profit. Members can be temporarily hired as a principal lecturer/teacher/crafter.

**ARTICLE 3
MEMBERSHIP**

- 3.1 Qualifications for membership: anyone interested in the art of quilt making and sharing the art shall be admitted upon payment of Annual dues at the January meeting.
- 3.2 Categories of membership: The only category of membership in the Guild is "Active." Active membership is achieved by completion of the Membership Application Form and payment of dues.
- 3.3 Annual dues include electronic correspondence from the Board of Directors.
- 3.4 New members that join after April 1, dues will be prorated quarterly.
- 3.5 Membership will be terminated if Annual Membership dues become delinquent more than 90 days.

**ARTICLE 4
NOMINATION AND ELECTION OF OFFICERS**

- 4.1 Nominating Committee shall consist of three Active members plus one alternate.
- 4.2 The three members and the alternate shall be nominated by and elected by the General Membership at the July General meeting.
- 4.3 The names of the Nominating Committee shall be published in the August electronic newsletter.

- 4.4 The Nominating Committee members selected at the July General meeting shall convene their initial meeting within 60-days to review procedures and seek additional information if necessary.
- 4.5 The Nominating Committee members shall elect a chairperson at their initial meeting.
- 4.6
- 4.7
- 4.6 The Nominating Committee shall endeavor to perform the following duties:
 - 4.6.a Ascertain that all nominated members are in good standings.
 - 4.6.b Contact each member proposed for nomination before the September meeting to obtain their consent to become a nominee for office,
 - 4.6.c Present the slate of Officers to the Membership at the September meeting.
- 4.7 Additional nominations may be made from the floor at the September Membership meeting. The Nominating Committee shall verify the eligibility and consent of these nominees. These nominees shall be placed on the ballot by the Nominating Committee.
- 4.8 The list of nominees shall be published in the September and October electronic newsletter.
- 4.9 Election:
 - 4.9.a Officers shall be elected by the Membership for a term of two years.
 - 4.9.b Election of Officers is to be held at the October General meeting provided a quorum is present and/or represented by written ballot. An election quorum is defined as 51% of Active Members.
 - 4.9.c Officers shall be elected by a quorum of the General Membership voting by secret ballot at the October meeting. All members will be provided the opportunity to cast an absentee ballot.
 - 4.9.d All records shall be submitted by outgoing Officers and Committee Chairpersons to their successors. Outgoing Officers and Committee Chairpersons shall mentor new incoming Officers and Committee Chairpersons until the end of current term.

- 4.9.e All incoming Officers and Committee Chairpersons will take office in January.
- 4.10 Tabulation of Votes:
 - 4.10.a Three vote Tabulators (Active Members not on the ballot) selected at the Election Meeting of the Members shall count the votes and report the results to the membership at the Election.
- 4.11 Eligibility: Any active member interested in serving the Guild to the best of their ability, whose membership dues are fully paid, shall be eligible to become an elected or appointed officer.
- 4.12 Committee Chairpersons: The Board can appoint or accept volunteers for all Standing Committee Chairpersons.

ARTICLE 5 OFFICERS AND DUTIES

- 5.1 The Board shall consist of Five elected and Four appointed Officers.
 - 5.1.a All matters brought before the Board shall be decided by a majority vote of the Officers and then presented to the General Membership for approval if appropriate.
 - 5.1.b Appointed Officers shall include, Webmaster, Newsletter, Membership and Quilt Show Chairpersons and shall be EX OFFICIO members of the Board which means they may vote as Board Members.
- 5.2 The Executive Officers of the Guild shall be President, Vice President, Secretary, Treasurer and a Member at Large. These Officers shall perform the duties prescribed by the By-Laws and by the parliamentary authority adopted by the Guild and endeavor to adhere to the budgetary guidelines established annually.
 - 5.2.a The President shall be the Chief Executive of the Big Bear Lake Quilters' Guild and shall:
 - 1. Preside at all General and Board meetings of the Guild and represent the Guild as needed.
 - 2. Be authorized to co-sign checks.
 - 3. See that recommendations of the Board are submitted to the General Membership for Membership approval or denial.
 - 4. See that Board recommendations approved by the General Membership are carried out.

5. Keep the Membership informed of Board actions.

5.2.b Vice President shall:

1. In the absence of the President, preside at General and Board meetings.
2. Be authorized to co-sign checks.
3. Serve as the Guild Representative to the Southern California Council of Quilters Guilds (SCCQG).
4. Coordinate Guild activities.
5. Arrange programs for the General meetings.
6. Publish the schedule of programs, workshops or events.
7. Secure facilities for workshops.
8. Arrange workshops for Guild members.
9. Advertise workshops.
10. Coordinate travel and lodging accommodations for guest lecturers and workshop teachers.
11. Arrange for contracts for the program speakers/workshop teachers and workshop facilities, which will henceforth be signed by the President of the Guild. A copy of the contract will be signed by the Program speaker/workshop teacher. A copy of the fully executed contract will be returned to the program speaker/workshop teacher and the Guild Secretary. All workshop fees collected from Guild members will be turned over to the Guild Treasurer.

5.2.c Secretary shall:

1. Record the votes and keep minutes of all Guild and Board meetings.
2. Confer with the presiding officers, prior to each meeting regarding the order of business, discussing all matters known in advance that are due to come up at the meeting.

3. Publish the minutes of the General meetings and Board Members of the Guild electronically each month.
4. In the absence of the President and Vice President call the meeting to order and preside over the meeting.
5. Be authorized to co-sign checks.
6. Regularly check Guild's post office box.

5.2.d The Treasurer shall:

1. Receive and deposit monies in the bank account (s) maintained in the name of the Guild and provide all financial reports as required by outside agencies.
2. Record all financial transactions of the Guild and pay all bills.
3. Provide full financial report annually; brief financial reports monthly including year-to-day report at each General and Board meeting and publish a monthly summary electronically.
4. Serve as Budget Committee Chairperson, with a committee that shall include the incoming and outgoing Treasurer and the incoming and outgoing President. The Budget Committee shall solicit input from the chairpersons of the various committees and be responsible for preparing an annual operating budget to present at the November General meeting. This budget will become effective upon approval by the General membership.
5. Be authorized to co-sign checks.
6. Prepare financial documentation for Auditing and IRS purposes.

5.2.e Member-At-Large shall: Be the outgoing president.

ARTICLE 6 MEETINGS

6.1 Meetings: General meetings, unless otherwise voted on by the Guild shall be held on the second Wednesday of each month.

A general quorum is the majority of members present.

6.2 Board Meetings

6.2.a A Board Meeting shall be held monthly.

- 6.2.b The Board meeting shall have a definite day to be held which is to be established by each new Board for their term of office.
- 6.2.c A Board meeting shall take place after not less than three days' notice to each Officer.
- 6.3.d The time and place of the Board meetings will be published electronically and meetings shall be open to all members.

6.3 Special Meetings

- 6.3a A Special meeting is a separate session of the Guild held at a different time from that of any General meeting, convened only to consider one or more items of business specified in the call of the meeting.
- 6.3.b Special meetings may be called by the President or a majority of the elected Board or may be called upon written request of twenty-five percent of the membership.
- 6.3.c The purpose of the Special meeting shall be stated in the notification.
- 6.3.d A Special meeting shall take place after not less than three days electronic notice to each Guild member.

ARTICLE 7 VOTING RIGHTS

- 7.1 Any Active member has full voting rights in any General meeting.
- 7.2 All questions brought before any Guild meeting shall be decided by a majority vote of those present unless otherwise specified in these By-Laws.
- 7.3 Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of the formal acceptance by the Board.
- 7.4 In the event that any officer is unwilling or unable to fulfill their responsibilities, the Board, by a majority vote, may place a motion for their removal before the General Membership.
- 7.5 Vacancies on the Board caused by any reason shall be filled by temporary appointment by the Board. The Board will notify all members electronically of the appointment and the appointee shall become permanent upon approval of a majority vote at the next General meeting.
- 7.6 In the event the President is unable to complete the term, the Vice President shall assume the Presidency for the remainder of the term. The new Vice President shall be elected by special election.

**ARTICLE 8
FINANCE**

- 8.1 Checks of the Guild can be signed by any one of the following: President, Vice President, Secretary or Treasurer, unless the check exceeds \$500. Then two signatures are required
- 8.2 Any unbudgeted purchase exceeding \$200 must be approved by by the Board.
- 8.3 The Board shall present, at the November General meeting, to the General membership, for their approval, a proposed Annual budget for the next Fiscal year, prepared by the Budget Committee as stated in Article 5.2d.4.
- 8.4 The signature card at the Guild's designated bank: all officers shall meet at the beginning of their term to update the bank's signature card.

**ARTICLE 9
AUTHORITY**

- 9.1 The Rules contained in the current editions 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 By-Laws and any Special rules of order the Guild may adopt.

**ARTICLE 10
BY-LAWS AMENDMENT**

- 10.1 An Ad Hoc committee may be appointed by the President to review and revise the By-Laws as necessary.
- 10.2 The By-Laws may be amended at any regular meeting by a majority vote of the Active Members present in person and/or by Absentee Ballot. The amendment proposed will be made available electronically to each Active Member at least seven days prior to the business meeting at which the members shall vote on the amendment. An Absentee Ballot will be provided to all Members electronically so that those not attending are given the opportunity to vote.

ARTICLE 11

- 11.1 Disbanding of the Guild Corporation
 - 11.1.a Disbanding of the Guild Corporation will be authorized by a 51% vote of the Membership. All Members must be notified of the vote electronically and a Ballot provided to vote if unable to attend. If approved, the Board must follow the steps mandated by the State of California to disband the Corporation. These steps include but are not limited to: provide the State with certification of the vote to disband, the disbursement of assets etc.

11.1.b If a 51% majority of the Members is not attained at the first vote, then the vote can be done at the next Membership Meeting with a 25% participation of Members.

BIG BEAR LAKE QUILTERS GUILD STANDING RULES

1. Remuneration: Members of the Guild shall not expect remuneration for their work and/or time expended on behalf of the Guild. They are serving as a service to their Guild and community.
2. Fiscal Year: January 1 – December 31.
3. Copies of contracts: When the President of the Guild makes a contract in the name of the Guild (program, travel, workshop, etc.) he/she shall immediately (within 72 hours) give a copy of that contract to the Secretary.
4. Monies: Any Member of the Guild who collects monies for any Guild activity (workshops, Quilt Show, ways and means, etc.) shall give the monies to the Treasurer within two weeks Please note: If a member does not comply with this Standing Rule then this member will be prohibited from holding office, elected or appointed unless circumstances presented to the Board indicate otherwise.
5. Copies of Financial Matters: Copies of all documents and correspondence relating to financial matters shall be kept with the Treasurer's records.
6. Reimbursement: Any checks requested for expenses for which a receipt or an invoice is obtainable will only be disbursed when the receipt or invoice is attached. For checks written in advance of an expense, a receipt is to be forwarded to the Treasurer upon the use of the check.
7. Workshop Policy: Workshop fees are required at the time of registration. When the fee is paid, a materials list will be given to the participant.