

Westside Quilters

BYLAWS

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STANDING RULES

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BYLAWS

ARTICLE 1 NAME OF CORPORATION

The name of the Corporation is Westside Quilters, a nonprofit Corporation organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes and herein referred to as “the Guild.”

ARTICLE 2 PURPOSE OF THIS CORPORATION

- Section 1: The specific Purpose of this Corporation is to promote educational and charitable endeavors among quilters; to instruct members in methods and techniques of traditional and contemporary creative quilting; to encourage philanthropic projects among members and within the community; and to inspire personal achievement. The Purpose of this Corporation is irrevocable.
- Section 2: This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3).
- Section 3: 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. The Guild will not tolerate any conflict of interest transactions involving members, elected officers, or the Board of Directors.

ARTICLE 3 PHILANTHROPY, EDUCATION AND SERVICE

- Section 1: Guild members are dedicated to providing quilts, other items, and cash donations to certified nonprofit organizations for distribution to those in need. Members are asked to record their philanthropic gifts as part of their membership renewal qualifications. It is recognized that the Guild members may belong to other private quilt organizations and may donate their work through those organizations.
- Section 2: Guild members are dedicated to promoting quilt education and mentoring of new quilters. Scholarships are given for certain Guild activities.
- Section 3: Guild members pledge to perform several service hours each year.

ARTICLE 4 MEMBERSHIP

- Section 1: Membership shall be open to anyone interested in quilting and related fiber arts.
- Section 2: One category of membership, Active Membership, is offered by the Guild.
- Section 3: Active Members participate in all activities of the Guild, are eligible to vote, may hold office, may attend General Meetings without fee, are entitled to the Guild newsletter, and shall pay annual dues as established in the Standing Rules.
- Section 4: Membership renewal is contingent on satisfying the general philanthropic, educational and service principles of the Guild.

ARTICLE 5 VOTING RIGHTS, NOMINATIONS, AND ELECTIONS

- Section 1: Each paid Active Member has one vote in any General Meeting or Special Meeting.

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- Section 2: Absentee ballots are allowed at General Meetings or Special Meetings. Absentee ballots are to be sealed in an envelope and signed on the outside and submitted to the presiding officer of the meeting at the time of voting or submitted by email.
- Section 3: The President may call for a vote of the general membership or the Executive Board via email. Such votes are as binding as if conducted in person and must be a majority as defined under Quorum [Article 8 (e)].
- Section 4: Voting by proxy is not allowed.
- Section 5: Any paid Active Member who meets minimum participatory standards is eligible to serve in any elected or appointed office. Two or more individual members can serve together as one officer or chairman.
- Section 6: Elected officers and appointed individuals serve for a one-year term concurrent with the Guild's fiscal year.
- Section 7: Elected officers and appointed individuals may serve no more than two one-year terms in the same office. An exception can be made by a resolution voted on by the Executive Board and approved by a vote of the General Membership.
- Section 8: One of the duties of the Vice President is to Chair the Nominating Committee . The Chairman is to solicit at least two volunteers from the membership to serve on the Committee. Members of the Nominating Committee cannot serve in the same capacity more than once every three fiscal years. The ballot of nominees is to be published, via email to the membership or via the Guild newsletter, before May 1 of each fiscal year.
- Section 9: Elections of officers is to take place at the May General Meeting each fiscal year, with duties of the new officers to be assumed as of June 1 each fiscal year.
- Section 10: Resignations of officers and appointed positions are to be in writing to the President, and take effect upon acceptance by the Executive Board. Involuntary removal of officers and appointed positions needs a two-thirds vote of the membership, either by e-mail or at a General Meeting. The President may appoint officers and appointed positions in circumstances where the office/position is vacated, such substitutes to serve until the next fiscal year election; such appointments to be ratified at the next General Meeting. If the President's office is vacated, the Vice President assumes the office.

ARTICLE 6 **THE BOARD OF DIRECTORS**

- Section 1: Three non-Guild member individuals of high standing shall form the Westside Quilters Board of Directors. Such Directors shall not be relatives or business associates of any Guild member. Directors are not paid.
- Section 2: Each Director shall be elected for a one-year term concurrent with the Guild fiscal year. Elections are to take place at the May General Meeting for the following fiscal year. The Executive Board has the authority to nominate the Directors for election.
- Section 3: The Board of Directors shall review the financial results of the Guild and approve the proposed annual budgets before presentation to the general membership. The Board of Directors may be called upon to advise the Executive Board as necessary.

ARTICLE 7 **EXECUTIVE BOARD: ELECTED OFFICERS AND DUTIES**

- Section 1: The elected Officers of the Board are President, Vice President, Secretary, Treasurer, Newsletter Editor, Website Manager, and President Emeritus.
[Amended May 2014 to add President Emeritus.]

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- Section 2: The elected Chairs of the Standing Committees are: Membership Committee Chair, Philanthropy and Education Committee Chair, and Program Committee Chair. Each Chair is to form their own Committee from Active Members.
- Section 3: The elected Officers and elected Chairs of the Standing Committees are known collectively as "Officers". All Officers serve on the Executive Board and have one vote each.
- Section 4: Historian/Photographer is an Auxiliary Position. The Historian/Photographer is appointed by the President, and does not serve on the Board.
- Section 5: The President may appoint additional Auxiliary Positions with the approval of the Board.
- Section 6: General duties of the Officers include: Performance of duties as defined in the Bylaws or assigned by the President or Executive Board; submission of appropriate budget items and expense items as requested; submission of material in a timely manner to the Newsletter Editor as requested; representation of Westside Quilters within the community.
- Section 7: Duties of the PRESIDENT: To preside over meetings of the Executive Board and General Meetings; to ensure that Executive Board recommendations are submitted to the membership and carried out if approved; to advise the general membership of Executive Board actions; to appoint Officers or Committees as needed; to act as *ex officio* member of all Committees except Nominating; to secure and contract for facilities for General Meetings; to co-sign all speaker/teacher contracts; to determine when a review of the Bylaws is necessary and to appoint a committee to revise the Bylaws and to present same to the Executive Board and the general membership for approval.
- Section 8: Duties of the VICE PRESIDENT: To preside over meetings the absence of the President; to represent the Guild at the Southern California Council of Quilt Guilds (SCCQG) and to report on SCCQG activities in the newsletter. The Vice President chairs the Nominating Committee.
- Section 9: Duties of the SECRETARY: To record the minutes and votes of the Executive Board meetings and General Meetings and distribute for approval in a timely manner; to publish the minutes in the newsletter; to preside over meetings in the absence of the President and Vice President; to act as Parliamentarian as needed.
- Section 10: Duties of the TREASURER: To prepare monthly and annual financial reports for presentation at Executive Board and General Meetings, and to publish same in the newsletter; to prepare budget updates for the Executive Board; to make deposits, write checks and maintain the Guild bank accounts; to collect sales tax as necessary; to submit financial reports and other reports as required by the State of California, the Internal Revenue Service, and the Federal government, and other government agencies, in conjunction with an independent Certified Public Accountant; to prepare budgets with the President and other officers; to service the Guild's post office box.
- Section 11: Duties of the NEWSLETTER EDITOR: To prepare monthly newsletter approximately the first of every month; to distribute the newsletter via email only and to furnish the newsletter to the Website Manager for inclusion on the Guild website.
- Section 12: Duties of the WEBSITE MANAGER: To maintain and update the Guild website, www.WestsideQuiltersLosAngeles.org; to monitor Guild website inquiries and forward them to the appropriate Guild Officers; to maintain photos on the website for a minimum of two years; to keep current the website domain account and registration.
- Section 13: Duties of the MEMBERSHIP COMMITTEE CHAIR: To collect membership dues and to notify members of dues delinquencies; to collect guest visitor fees at General Meetings; to maintain the member roster, updating as necessary, for posting on the Members Only section of the website; to maintain attendance records at meetings for quorum purposes; to coordinate formation of minigroups; to maintain records of Guild service hours.

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- Section 14: Duties of the PHILANTHROPY COMMITTEE CHAIR: To provide information about philanthropic activities and educational opportunities to members; to maintain records of member and minigroup philanthropic and educational contributions; to seek out scholarship candidates for free attendance at guild workshops; to oversee members interest in mentoring individuals or charitable groups.
- Section 15: Duties of the PROGRAM COMMITTEE CHAIR: To select and contract program participants for the General Meetings and Workshops and other events such as field trips; to secure and contract for facilities for Workshops; to publish the schedule of programs in the newsletter; to take reservations and collect fees for Workshops and events, or, alternately, to appoint with Executive Board approval, a Workshop Coordinator to assume these functions; to coordinate travel and lodging and special requests of speakers and teachers; to maintain Guild equipment, or borrow such equipment, for use at General Meetings and Workshops.
- Section 16: Duties of the HISTORIAN/PHOTOGRAPHER: To maintain permanent files (digital or other) of publicity, printed materials and photographs of Guild activities and events; to act as Photographer at Guild meetings and events with such photographs to be used on the Guild website, for archival filing, and for publicity purposes.
- Section 17: Duties of the PRESIDENT EMERITUS: To assist President for one year after conclusion of final elected term.
[Section 17 adopted May 2017.]

ARTICLE 8 **MEETINGS**

- Section 1: Four General Meetings are to be held each year, occurring on the second or third Saturday of the months of February, May, August and October, or as designated by the Board. The meetings are held in West Los Angeles, California.
- Section 2: Executive Board Meetings are held a minimum of four times each year. Executive Board Meetings are called by the President with a minimum of seven days' notice. Board Meetings are open to all members. Board Meeting minutes are published in the newsletter.
- Section 3: The May General Meeting each year is designated as the Annual Meeting.
- Section 4: Special Meetings are called to consider one or more items as specified in a Meeting Notice sent with at least seven days' notice. Special Meetings can be called by the President, the simple majority of the Board, or by 25% of the paid Active Members.
- Section 5: At General Meetings, a quorum is considered to be 40% of paid Active Members. At Board Meetings a quorum is considered to be 40% of elected officers.

Article 9 **FINANCES**

- Section 1: The fiscal year of the Guild is from June 1 to May 31 each year.
- Section 2: The Guild maintains one checking account and instruments of deposit as necessary. The President, Vice President and Treasurer each have signing authority with two signatures required for all checks and other banking transactions.
- Section 3: The Treasurer chairs a Budget Committee with the President and the newly elected Treasurer to prepare an annual Budget for approval of the Board of Directors and Executive Board prior to the May General Meeting. The budget is to be published in the newsletter prior to the May General Meeting where it is to be presented for membership approval. .
- Section 4: The Board selects a Certified Public Accountant (CPA) each year to prepare Guild annual tax returns. The Treasurer provides financial data to the CPA and coordinates mailing of the returns. The Board may also authorize the Treasurer to prepare these tax returns.

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Section 5: A financial audit is to be performed by a CPA contracted by the Guild. A physical inventory of assets is to be performed if and when the Guild acquires physical assets.

Section 6: All donors to receive written or digital acknowledgement of their charitable contributions of over \$25.00 to Westside Quilters.

Article 10 **PURCHASE OF LIABILITY INSURANCE**

The Guild must maintain general liability insurance, and directors and officers liability insurance. By virtue of membership in the Southern California Council of Quilt Guilds, this insurance is available at nominal cost.

Article 11 **AMENDMENT AND REVISION OF BYLAWS**

Bylaws may be amended at any General Meeting by a sixty percent (60%) vote of the members present, provided that the amendment has been submitted in writing to each member at least 10 days prior to the General Meeting at which the amendment is put before the members for a vote.

Article 12 **PARLIAMENTARY AUTHORITY**

Parliamentary authority shall be governed by the rules contained in the current edition of "Robert's Rules of Order, Newly Revised" wherever applicable and not inconsistent with these Bylaws.

Article 13 **PUBLIC DISCLOSURE POLICY**

The Guild website is to contain a section of corporate documents, including the Articles of Incorporation, the Bylaws and Standing Rules. Portions of the Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code are to be permanently on the website. The current annual tax filings also will be available on the website. The Guild will furnish printed copies of any document as requested by a member of the Guild free of charge.

Article 14 **DOCUMENT RETENTION POLICY**

Historical financial records, minutes of Executive Board and General Meetings, and photographic records of Guild-sponsored events are to be maintained in safe housing for a minimum of ten years. Original incorporation and certifications to be maintained in perpetuity.

Article 15 **DISSOLUTION OF CORPORATION**

Upon the dissolution of this Guild, after payment or provisions for payment of all debts, assets shall be distributed to another organization legally organized and operated for charitable purposes and with 501(c)(3) status.

STANDING RULES

Standing Rules define the details of the administration of the Guild Bylaws.

Section A: A Standing Rule can be adopted by a majority vote at a Board Meeting or General Meeting without previous notice, providing a quorum of eligible members is present.

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- Section B: Annual dues are \$50.00. Annual dues are payable June 1 and are considered delinquent if not paid on August 1. Membership privileges are suspended for members who do not pay dues by August 1.
- Section C: A visitor guest fee of \$10.00 will be imposed for non-Guild members attending General Meetings.
- Section D: The Guild Workshop fees will vary dependent on Guild expenses which are primarily teacher fees and facility rentals. The Guild is not intent on profiting from workshops.
- Section E: Refunds of paid Workshop or Event registrations will be made only if the cancelled space can be filled. If a replacement for the cancelled space cannot be found, the registration fee is forfeited in full.
- Section F: The Executive Board may terminate the membership of any individual for cause, such as failure to return Guild property, release of proprietary information, or other activities deemed harmful to the Guild.
- Section G: The Executive Board may authorize individual, unbudgeted expenditures up to \$500.00 without approval of the full membership. Such expenditures need to be revealed to the membership at the earliest possible date.
- Section H: Each officer is responsible for maintaining a Procedural Manual for their particular office. Officers elected in the first year of the Guild are responsible for originating such a Manual.
- Section I: Partial-year dues of \$30.00 applicable for the December 1 to May 31 period.
[Adopted May 2014.]

As adopted by the General Membership on February 12, 2011. Amended by the General Membership October 19, 2019.