

**SOUTH BAY QUILTERS GUILD, INC.
TWELFTH AMENDED AND RESTATED BYLAWS (August 20, 2019)**

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**SOUTH BAY QUILTERS GUILD, INC.
TWELFTH AMENDED AND RESTATED BYLAWS**

**ARTICLE I
NAME**

The name of this organization shall be South Bay Quilters Guild, Inc., a nonprofit corporation in Torrance, California, herein referred to as the Guild.

**ARTICLE II
OBJECTIVE**

This Guild shall be organized for educational and charitable purposes. The objective of this corporation shall be to further quilting excellence in the South Bay area of Southern California through educational meetings, travel, and friendship, and to promote quilting in a philanthropic endeavor at least once each year. This corporation is organized for nonprofit purposes under IRS Code 501(c)(3).

**ARTICLE III
MEMBERSHIP**

Section 1. REGULAR MEMBERS.

- a. DEFINITION. Membership is open to any adult who is interested in the objectives of the Guild. Regular members may participate in all activities of the Guild and are eligible to vote. The number of regular members shall be defined in the Standing Rules.
- b. QUALIFICATIONS. The participation activities as required for regular membership are defined in the Standing Rules.

Section 2. JUNIOR MEMBERS.

- a. DEFINITION. Junior members are unemancipated minors (10 years through 17 years) who are interested in the objectives of the Guild and are sponsored by an adult regular member. Junior members may participate in all activities of the Guild except as restricted in the Standing Rules.
- b. QUALIFICATIONS. The requirements for junior membership shall be the same as for regular membership except as restricted in the Standing Rules.

Section 3. LIFETIME MEMBERS

- a. DEFINITION. Lifetime member status may be conferred upon members who have, over numerous years, displayed an extraordinary level of contribution to the work of the Guild. Lifetime membership is to be conferred sparingly to no more than two persons within a Guild year. Lifetime members may participate in all activities, are eligible to vote, but are not required to pay annual dues or fulfill membership requirements. The process to nominate and approve Lifetime Members is defined in the Standing Rules.
- b. QUALIFICATIONS. The following minimum requirements will provide guidance for submitting nominees to the Lifetime Membership Committee.
 1. Minimum 10 years continuous membership in the Guild.
 2. Service in multiple years (more than 10 years) as elected officer or providing major support in a "work of the Guild" position.
 3. Nomination in writing by a current member in good standing following procedures outlined in the Standing Rules.

Section 4. NEWSLETTER ONLY MEMBERS

- a. DEFINITION. Newsletter Only Members receive a monthly newsletter. They are non-active members that may not vote or enter quilts in the quilt show.
- b. QUALIFICATIONS. Not applicable.

**ARTICLE IV
THE BOARD**

Section 1. DUTIES. The Board of Directors (herein referred to as Board) of the South Bay Quilters Guild shall consist of all elected, appointed, and auxiliary officers. The Board shall have general supervision over the affairs of the Guild, make recommendations to the Guild, and shall perform such other duties as specified in these Bylaws and Standing Rules. All Board members (elected, appointed, and auxiliary) shall report to the President unless otherwise stated in the Standing Rules or Bylaws.

Section 2. BOARD MEETINGS.

- a. Meetings of the Board shall be held monthly. The day and hour of the monthly meeting shall be established by each Board for its term of office.
- b. Notice – A notice of seventy-two (72) hours shall be given in the same manner that they receive the Guild Newsletter for all regular members.
- c. Eleven voting officers shall constitute a quorum. Six elected officers shall constitute a quorum for the approval of appointed officers.
- d. All matters brought before the Board shall be decided by a majority vote of those present and voting.
- e. Board members are required to attend Board meetings. If a member misses more than two consecutive meetings without prior presidential approval, the Board has the authority to declare that position vacant.
- f. Board meetings are open to all members with prior notice to the President(s).

**ARTICLE V
OFFICERS AND AUXILIARY POSITIONS**

Section 1. The **ELECTED OFFICERS** of the Board shall be President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Newsletter Editor, Southern California Council of Quilt Guilds Representative (hereafter referred to as SCCQG Rep), Membership Chair, Quilt Show Chair, and the Quilt Show Treasurer. These officers shall perform the duties prescribed in the Standing Rules and are required to attend monthly Board meetings and shall have a vote on Board matters.

Section 2. The **APPOINTED OFFICERS** of the Guild shall be Parliamentarian, Travel Chair, Workshop Coordinator, Intra-Guild Relations Coordinator, Hospitality Chair for Meetings, Hospitality Chair for June Pot Luck, Hospitality Chair for Holiday Dinner, Facilities Coordinator, Community Services Coordinator, Social Media Coordinator, and Webmaster. These officers are appointed and approved by a majority vote of the elected officers present and voting. Appointed officers shall not assume responsibility until approved by the elected Board members. These officers shall perform the duties described in the Standing Rules and are required to attend Board meetings and shall have a vote in Board matters.

Section 3. AUXILIARY POSITIONS are held by regular members to assist the Board. These positions are non-voting Board Members; therefore, they are not required to attend Board meetings and do not have a vote in Board matters. Auxiliary positions may include but are not limited to: Librarian, Historian/Photographer, Corresponding Secretary, Patchwork Star Reporter, Publicity and Public Relations Coordinator, Internal Auditor, Workshop Assistant, and Membership Assistant. These positions are appointed by the elected officers and approved by a majority vote of the Board present and voting. These positions shall perform the duties described in the Standing Rules.

Section 4. SPECIAL COMMITTEES may be created or abolished by the Board by a majority vote of those present and voting. As needed, Special Committee Chairs and Special Committee members shall be nominated by the President and appointed by a majority vote of the Board present and voting.

Section 5. ELIGIBILITY FOR OFFICE

- a. Any regular member shall be eligible to hold office. Candidates for offices filled in the June election must have completed the requirements for continued membership by the end of the May general meeting. Candidates for President and 1st Vice President shall have served on the Board for one year.

- Candidates for Quilt Show Chair shall have served on the Quilt Show Committee for one year.
- b. No officer or auxiliary position shall serve for more than two consecutive terms in the same office. An officer who has served more than half a term (more than six months) is considered to have served a full term.

Section 6. The **ELECTION OF OFFICERS** shall be held at the annual meeting in June. The list of nominees for each office shall be published in the newsletter for that month. Officers shall be elected by a majority vote of the regular membership, voting by secret ballot. If there is only one nominee for an office, election may be by general consent. When there are three or more nominees on the initial ballot, and no one has a majority of the votes, the person with the most votes (a plurality) shall be elected.

Section 7. The **TERM OF OFFICE** for:

- a. Elected officers shall be one year beginning at the close of the meeting at which they are elected.
- b. The Treasurer shall overlap until July 15th, in order to facilitate the transition of books, change of signature authorization on Guild bank accounts, and closure of the fiscal year.
- c. The Quilt Show Chair and Quilt Show Treasurer shall be as defined in the Standing Rules.
- d. Appointed officers and auxiliary positions shall begin on the date the appointment is approved and continue until the end of the next annual meeting.

Section 8. CO-OFFICERS. No more than two persons shall be elected or appointed to serve in one office. Only one vote per office.

Section 9. OFFICER VACANCIES

- a. **RESIGNATION OF OFFICERS.** An officer may resign at any time by giving written notice to the Board. Resignations shall take effect on the date on the letter of resignation or the date in the letter.
- b. **REMOVAL OF OFFICERS.**
 - 1. The entire Board or any individual officer may be removed from office with just cause at any time if approved by a two-thirds vote of the regular membership at a duly called meeting.
 - 2. Officers whose removal has been proposed by the members shall be given the opportunity to be heard before the vote is taken at the meeting considering their removal.
- c. **PRESIDENTIAL VACANCY.** In the event the President is unable to complete his/her term, the 1st Vice President shall assume the presidency for the remainder of the term. A new 1st Vice President shall be elected by special election.
- d. **ELECTED OFFICER VACANCIES.** A vacancy in an elected office other than President, unless due to removal for cause, shall be filled by a temporary appointment by the President. This appointment shall become permanent upon approval of the regular membership at the next general meeting.

ARTICLE VI MEETINGS

Section 1. GENERAL MEETINGS. Unless otherwise ordered by the Guild or by the Board, general meetings shall be held once a month.

- a. The general meeting in the month of June shall be the annual meeting at which the Guild officers shall be elected. Annual reports shall be submitted by officers and committee chairs at or before this meeting, unless otherwise stated in these Bylaws.
- b. Should the need arise, the Board shall appoint a special committee to recommend an alternate permanent meeting place. The Board shall submit any change in meeting place to the membership for approval.

Section 2. QUORUM. Forty percent of the regular members shall constitute a quorum for any general or duly called special meeting.

Section 3. SPECIAL MEETINGS

- a. A special meeting (or called meeting) is a separate session of the Guild held at a time different from that of any general meeting, convened only to consider one or more items of business specified in the call of the meeting.
- b. Special meetings may be called by the President, by the Board, or upon written request of ten percent of the membership.
- c. The purpose of the meeting shall be stated in the call.
- d. A special meeting shall take place after not less than 3 days written notice to all regular members. Members shall be notified in the same manner that they receive the Guild Newsletter.

**ARTICLE VII
NOMINATIONS AND VOTING**

Section 1. DEFINITIONS

- a. A QUORUM is the number of members of a body that when duly assembled is legally competent to transact business.
- b. When the term MAJORITY VOTE is used without qualification it means more than half of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a duly called general or Board meeting at which a quorum is present.
- c. When the term TWO-THIRDS VOTE is used without qualification it means at least two-thirds of the votes cast by persons legally entitled to vote, excluding blanks or abstentions, at a duly called general or Board meeting at which a quorum is present.
- d. When written notice, in the same manner that they receive the Guild Newsletter, is given in advance to members that a meeting will be held at a particular time and place on a particular date, that meeting is a PROPERLY CALLED or DULY CALLED meeting.
- e. Standing Rules are related to the details of the administration of a society rather than to parliamentary procedure. A standing rule can be adopted by a majority vote at any general meeting without previous notice. It remains in effect until rescinded or amended. It can be amended by a two-thirds vote without previous notice or by a majority vote with such notice. It is not part of the Bylaws, but is usually printed with the Bylaws.

Section 2. NOMINATIONS. The NOMINATING COMMITTEE shall consist of the Parliamentarian as Chair and four regular members plus one alternate.

- a. The President may not be a member of the Nominating Committee.
- b. One member shall be elected at the March Board meeting from the Board membership.
- c. The three remaining members and the alternate shall be nominated and elected by the regular membership at the March general meeting. If more than four names are put into nomination for this committee, election shall be by paper ballot.
- d. The names of the Nominating Committee shall be published in the April newsletter.
- e. The Nominating Committee shall:
 - 1. Identify eligible officers (i.e., not termed out) willing to continue in their position.
 - 2. At the April meeting, request nominees.
 - 3. Contact the membership by phone or e-mail to solicit potential candidates
 - 4. Ascertain that members proposed for nomination satisfy all eligibility requirements.
 - 5. Contact each member proposed for nomination before the May meeting to obtain his or her consent to become a nominee.
 - 6. Solicit additional eligible members as needed to fill the slate.
 - 7. Present the slate of officers at the May meeting and call for nominations from the floor. Nominations from the floor may be made at the May general meeting, with the consent of the nominee, after which nominations shall be closed.
 - 8. Present the slate of officers to the membership in the June newsletter and at the annual meeting.

Section 3. VOTING RIGHTS. Paid regular members in good standing shall have full voting rights in any general or special meeting. Junior members do not have voting rights.

Section 4. VOTING. All issues brought before any Guild meeting shall be decided by a majority vote unless otherwise specified in these Bylaws.

Section 5. REPRESENTATION.

- a. Each member at any Guild meeting shall vote in person only or by signed absentee ballot; no proxy votes are allowed.
- b. One vote representing each office shall be allowed.

**ARTICLE VIII
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 IX
DISSOLUTION OF ORGANIZATION**

The membership may vote to dissolve the South Bay Quilters Guild, Inc., at any general meeting of the Guild by a two-thirds vote, provided that a motion to dissolve has been submitted in writing at the previous general meeting. By the ninetieth day following an affirmative vote to dissolve the South Bay Quilters Guild, Inc., all cash and other assets owned by the Guild shall be donated to the nonprofit organization(s) approved by a majority vote of the members at the time the motion to dissolve is passed. The organization(s) to which the assets are distributed shall be organized and operated exclusively for charitable and educational purposes and which has/have established status under Section 501(c)(3) of the Internal Revenue Code and which has/have established its tax-exempt status under Section 23701d of the California Revenue Taxation code. The dissolution procedure shall follow the Parliamentary Authority as defined in Article VIII of these Bylaws.

**ARTICLE X
AMENDMENT/REVISION OF BYLAWS**

Section 1. PROPOSED AMENDMENTS/REVISIONS

- a. Proposed amendments/revisions to these Bylaws may be presented to the Board by any regular member of the Guild. The proposed amendment shall be presented to the general membership after approval by a two-thirds vote of the Board present and voting at a Board meeting.
- b. Amendments/revisions may also be presented to the general membership by a written petition signed by at least ten percent of the regular members.

Section 2. NOTICE - seven (7) days in advance of a vote on the amendment/revision of Bylaws, each regular member shall receive written NOTICE of that vote as well as a copy of all amendments/revisions to be considered.

Section 3. ADOPTION of amendments/revisions shall be by a majority vote at a general or special meeting. Amendments/revisions shall be effective as of the date of adoption or as specified by the amendment/revision.

Section 4. These BYLAWS shall be REVIEWED by the Bylaws Committee at a minimum of every five (5) years.

APPROVAL

The South Bay Quilters Guild, Inc. membership has voted to approve the Twelfth Amended and Restated Bylaws as of August 20, 2019 (pending approval) with no exceptions.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify:

1. That I am the Secretary of the South Bay Quilters Guild, Inc., a California Nonprofit corporation; and
2. That the foregoing Twelfth Amended and Restated Bylaws, consisting of ten articles and 28 pages (including the Standing Rules and this page), constitute the Bylaws of said corporation as duly adopted by the General Membership of this corporation, at a meeting of the General Membership duly held on August 20, 2019, at 7:00 o'clock P.M. at St. Andrews Presbyterian Church in Redondo Beach.

WHEREFORE, I have hereunto subscribed my name and affixed the seal of the corporation on this date 8/26/2019.

By:

Pat Bryan 9/3/19

Pat Bryan, Recording Secretary

