

# Guild of Quilters of Contra Costa County

## BYLAWS

(Restated May 21, 2018; amended May 20, 2019, amended May 17, 2021)

### Article I. NAME

The name of the organization shall be Guild of Quilters of Contra Costa County (GQCCC), a nonprofit 501(c)(3) corporation, (hereinafter Guild).

### Article II. PURPOSE

The purpose of this Guild shall be to encourage the art of quilting 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.

### Article III. MEMBERSHIP

#### A. Nondiscrimination Clause

This Guild supports and encourages the full participation of persons in all our activities and endeavors without regard to race, color, gender, physical or mental challenge (unless required for the job), sexual orientation or any other category protected under California or federal law.

#### B. Membership Categories and Requirements

1. Adult Member - A member who is 18 years of age or older upon payment of dues.
2. Youth Member - A member who is under the age of 18 upon payment of dues (one half of an Adult Membership) and is sponsored by an Adult or Lifetime Member.
  - a. Youth members must have a sponsor in attendance at all times during Guild functions.
  - b. Youth members are exempt from fund raising requirements.
3. Legacy Member -
  - a. A member who has been a paid member for at least five years and is 80 years of age as of the beginning of the fiscal year, July 1, may be granted a legacy membership.
  - b. Legacy members receive a discount on membership dues.

#### C. Application, Dues and Fiscal Year

1. Every member must submit an application for membership annually.
2. Dues are charged annually and are due on or before July 1 and past due after July 1 and are non-refundable.
3. The amount of Adult Member dues is proposed by the Board and voted upon by the membership.
4. The discount Legacy members receive on their dues is decided upon by the Board.
5. The fiscal year shall be from July 1 to June 30.

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### D. Termination of Membership

Violation of the Code of Conduct by a guild member can be grounds for membership termination. The procedure for this action is in the Standing Rules.

## Article IV. BOARD OF DIRECTORS

### A. Composition of Board

There shall be a Board of Directors comprised of the Executive Committee and the Chairpersons of the appointed committees (hereinafter Board). All Board members must be current members of the guild and members of the Executive Committee must have been members for at least one year before taking an Executive Committee position.

### B. Executive Committee

The officers shall be: President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Recording Secretary, Corresponding Secretary, Membership Secretary, and Treasurer. These officers shall constitute the Executive Committee and shall administer and report the activities of the Guild and prepare and submit an annual budget for approval of the membership at large.

### C. Election Provisions

1. The officers shall be elected at the May meeting and be installed at the June meeting to take office at the beginning of the fiscal year.
2. In the odd numbered years, the President, 1<sup>st</sup> Vice-President, Corresponding Secretary and Membership Secretary shall be elected for a two-year term.
3. In the even numbered years the 2<sup>nd</sup> Vice-President, Treasurer and Recording Secretary shall be elected for a two-year term.
4. No member of the Executive Committee who has served four (4) years shall be re-elected until out of office at least one (1) year.
5. No member of the Executive Committee shall serve in the same office for more than two consecutive terms.
6. No member shall hold more than one elected office at any given time.

### D. Termination of Board of Directors Membership

1. Unless excused by the President or a vote of the Board, any member of the Board who is absent from three (3) consecutive regular meetings of the Board shall lose membership on the Board at the next regular Board meeting.
2. The Board may also take necessary action to remove a member for cause/nonperformance.
3. If 1. or 2. apply, said member shall be notified by the President of impending termination by written notice mailed not less than five (5) days before the next regular Board meeting.

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### E. Quorum and Voting

A quorum for a board meeting shall be defined as four (4) officers and five (5) chairpersons. Each board member is entitled to one vote unless the provisions of Article X, Conflict of Interest, apply.

### F. Vacancies

A vacancy(s) shall be considered to exist in the case of death, resignation or removal of any director. Vacancies shall be filled by Board appointment. Appointees will serve until the next annual election. At the next annual election, any unexpired terms shall be filled to complete the vacated term.

### G. Fiscal Responsibilities

The Board of Directors shall not commit the organization to any spending of funds over and above the Guild's approved budget in excess of 5% per year without the prior approval of the General membership.

## Article V. MEETINGS AND SPECIAL MEETINGS

- A. The meeting of the Board shall be held monthly as determined by the Executive Committee.
- B. Guild meetings will be held the third (3<sup>rd</sup>) Monday of each month. The Board may postpone/reschedule Guild meetings for conflicts (e.g. holidays) or emergencies provided members are notified in accordance with paragraph D. below.
- C. Special Guild meetings may be called at the order of the President, two or more members of the Executive Committee or 5% or more of the Guild.
- D. Notice of each Guild or special meeting, giving time and place of the meeting and the specific business to be considered, shall be sent to each member by the Recording Secretary of the Guild or published in the Guild newsletter at least ten (10) days prior to the meeting.
- E. A quorum at any regular or special meeting shall consist of twenty percent (20%) of the membership for official action. No proxy voting is allowed.
- F. The Annual meeting is the May general membership meeting.
- G. All Guild meetings shall be conducted according to the procedures set forth in the current edition of *Robert's Rules of Order, Newly Revised*, except where they are inconsistent with these bylaws.

## Article VI. DUTIES OF THE OFFICERS

- A. President:
  - 1. Shall serve as official representative of the Guild;
  - 2. Shall preside at all membership meetings of the Guild and the Board;
  - 3. Shall call special meetings in accordance with the provisions of the Bylaws;
  - 4. Shall serve as ex-officio member of all committees with the exception of the Nominating Committee;

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5. Is authorized to draw funds on the treasury of the Guild for disbursement or transfer of funds.
- B. 1<sup>st</sup> Vice-President:
1. Shall preside over meetings when the President is absent;
  2. Shall become President if current President's position becomes vacant;
  3. Is authorized to draw funds on the treasury of the Guild for disbursement or transfer of funds;
  4. Shall arrange lodging, meals and travel for the speakers and shall introduce speakers and arrange for equipment needed;
  5. Shall coordinate layout and equipment for in-person general meetings;
  6. Shall be responsible for management, setup and storage of audio and visual equipment and signage;
  7. Shall be responsible for Door Prizes;
  8. Shall coordinate with Treasurer for payment of speakers' expenses;
  9. Shall assist the President in such capacity as needed or directed;
- C. 2<sup>nd</sup> Vice-President:
1. Shall assist the President and 1<sup>st</sup> Vice-President as needed;
  2. Shall schedule guest speakers for the general meetings;
  3. Shall sign contracts with guest speakers and arrange speaker classes as needed;
  4. Shall turn over list of guest speakers to the 1<sup>st</sup> Vice President;
  5. Shall be responsible for any write-ups for the newsletter and website regarding guest speakers;
  6. Shall plan all aspects of general meetings that do not include a speaker.
- D. Recording Secretary:
1. Shall record the minutes of all meetings of the Guild, Board and Special meetings;
  2. Shall be custodian of the minutes of the General, Special and Board meetings;
  3. Shall be responsible for preparing and having available minutes of the previous meetings at the following general meeting;
  4. Shall ensure that all minutes, official records, and policies and procedures are saved on the Guild's website or other web-based location as directed by the President.
- E. Corresponding Secretary:
1. Shall be responsible for incoming and outgoing correspondence for the Guild;
  2. Shall keep a file of all communications received and copies of all letters sent.
- F. Membership Secretary:

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1. Shall assemble and maintain a membership roster and provide member mailing labels as needed;
2. Shall conduct all activities related to membership to include, but not be limited to, collection of membership dues and preparation and distribution of membership materials including membership directory;
3. Provides for hospitality to all new and continuing members at all meetings;
4. Coordinates maintenance of the guest book, attendance sheets and nametags.

### G. 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 to be distributed to all Board members prior to the monthly Board meetings;
4. Shall prepare by June 30, the annual financial statement;
5. Shall collect and maintain a record of all bills received and paid during the fiscal year;
6. Shall file insurance, tax and other financial forms as needed;
7. Is authorized to draw funds for disbursement or transfer of funds;
8. Shall present the financial records for an in-house audit to be reported by the September Board meeting.
9. Shall send an annual financial report to all Guild members by October 28<sup>th</sup> of each year (120 days after the fiscal close).

### **Article VII. COMMITTEES**

Chairpersons shall be appointed by the President upon the advice and assistance of the Board members. The committee chairpersons shall not commit the organization to any spending of funds over and above their approved budgets without the prior approval of the Board. Chairpersons are expected to attend monthly Board meetings unless excused by the President.

The committees of the Guild shall consist of those named in the current list of GQCCC Board Committees. Each Chairperson shall determine the number of committee members necessary to meet the committee's need and select the members.

### **Article VIII. PARLIAMENTARIAN**

A Parliamentarian may be appointed by the Board to serve for a fiscal year. If appointed, the Parliamentarian will:

- A. Act as advisor at Guild, Board and Special meetings using *Robert's Rules of Order, Newly Revised* and Guild Bylaws;
- B. Have available at all meetings one or more copies of the Guild's Bylaws;

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- C. Review Bylaws annually with the assistance of a committee and recommend necessary changes to the Board.

### **Article IX. NOMINATING COMMITTEE**

- A. The Nominating Committee shall consist of five (5) members, two (2) Board members and three (3) members selected from the general membership at the February general meeting. The Nominating Committee shall present at least one nominee for each Executive Committee vacancy to be elected at the Annual Meeting. Before presentation, each nominee shall have agreed to serve if elected.
  - 1. The Nominating Committee shall select its own chair;
  - 2. The report of the Nominating Committee will be presented to the Board at the March Board meeting;
  - 3. The names of those nominated for the Executive Committee will be printed in the April newsletter;
  - 4. No member shall serve on the Nominating Committee more than once in two consecutive years.

### **Article X. CONFLICT OF INTEREST**

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

- A. Any member of the Board or close relative of a member who is an owner, director, trustee, officer, manager or regular professional advisory of or to an entity which favors, - or would be benefitted by, or opposes, such matters, or:
- B. 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 such matter.
- C. Whenever a Board member has cause to believe that a matter to be voted upon would involve such member in a conflict of interest, that member shall abstain from both participation in discussion of 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 present, excluding the Board 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 because of their own conflicts of interest.

### **Article XI. INDEMNIFICATION**

With respect to any liability, including but not limited to claims asserted or costs, losses, attorney fees and costs of defense and investigation (collectively, Costs), the Guild shall purchase insurance to indemnify any person who is or was an employee, agent, member of the Board, or volunteer of the Guild against any Costs asserted against such person and incurred in the course and scope of his or her duties or functions within the Guild; provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or grossly negligent, or done with conscious indifference or reckless disregard for the safety of others. The Board must approve the resolution of any settlement successfully brought against the Guild under California law.

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The provisions of this Article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy or otherwise.

A duly elected or appointed officer, member of the Board, employee, or agent of the Guild shall not be personally liable to the Guild or to its members for monetary damages for breach of fiduciary duty, except as required by California law or for liability resulting from: (1) any breach of duty or loyalty to the Guild or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.

### **Article XII. DISSOLUTION**

Any action to dissolve the Guild must be approved by three-fourths (3/4) vote of members present and voting at a meeting called by the Board to specifically consider such an action, for which a meeting notice has been sent to all members in accordance with Article V, Meetings and Special Meetings, D.

Upon dissolution of the Guild, its assets, remaining after all debts and liabilities have been met, shall be distributed to a nonprofit fund(s) and/or foundation(s) that most closely represent the mission of the Guild and that have been approved by the General membership.

### **Article XIII. AMENDMENTS, PROPOSAL AND ADOPTION**

Amendments to these bylaws may be proposed by the Board, or on the petition of at least ten percent (10%) of the Guild members submitted at a Board meeting. When amendments have been proposed by a petition of members, the Board must ensure the amendments do not violate current California and federal laws and in finding that the amendments do not, must bring the amendments to a vote of the membership no later than 90 days after the Board meeting where the petition of amendments was presented.

Amendments to these bylaws may be adopted at any regular or special meeting of the Guild by a two-thirds (2/3) majority of the members present and voting, provided the text of the proposed amendment has been set forth in the notice of meeting sent to the members pursuant to Article V. Meetings and Special Meetings, D. of these bylaws.

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### STANDING RULES

1. Code of Conduct - GQCCC members must comport themselves in a polite, respectful and supportive manner, being sensitive to and tolerant of others' choices and personal space. Members are required to act with respect for all people and comply with the non-discrimination clause in the bylaws. Violation of the non-discrimination clause, verbal, physical or emotional abuse, stalking, bullying or intimidation, either in person, by phone, by text, or any other form of communication may result in termination of membership from the guild and exclusion from all guild functions. The procedure for termination of membership is included in these Standing Rules and Procedures. Any behavior that is violent, threatens violence, or causes a member to fear for their safety should be immediately reported to the police.
2. Violation of the Code of Conduct by a guild member should be reported by the person or persons witnessing the inappropriate conduct, in writing and in detail (noting date, time and place of the incident, others present, and any other pertinent details) to the President of the Guild. Said communication will be handled confidentially by the Board. The Board must then conduct an investigation of the event and determine if a hearing on termination of membership is necessary. If the Board determines a hearing is necessary, the member is entitled to a hearing. Written notice of the date and time of that hearing may be served on the member in person or by USPS mail with return receipt requested, at least seven (7) days before the scheduled hearing. Upon conclusion of the hearing if termination is recommended, the termination shall be handled pursuant to the California Corporate Code.
3. All written and electronic versions of Guild procedures, reports, official documents and records shall be passed on for subsequent officer, committee or chairperson use at the conclusion of service in any leadership role. Board members are responsible for keeping an up-to-date procedure for their position.
4. No member of the Guild is authorized to use the directory for purposes other than membership information and Guild activities. It shall not be used for canvassing, soliciting or given as a mailing list to any person or business.