

THE BYLAWS OF THE FRIENDSHIP QUILTERS OF SAN DIEGO

Article I: Name

The name of this organization shall be “Friendship Quilters of San Diego”

Article II: Purpose

The purpose of this organization shall be to educate the community and to promote interest in all forms of quilting. It shall be nonprofit and dedicated to good will among quilters and recognized as tax exempt under the Rules of the IRS 501(c.) (07) Organization.

Article III: Membership and Dues

Membership shall consist of anyone interested in quilts and members shall be admitted upon payment of dues.

Section 1: The Executive Board shall determine *and the membership shall approve* the amount and date of Guild dues.

Section 2: Active members are those who have paid the guild dues. The guild fiscal year shall be defined as September 1 through August 31. Half yearly dues will be available to those members joining after December. Dues allow members admittance to the monthly meeting, participation in workshops at a reduced fee, the privilege of voting, holding office, receiving the newsletter, and access to the Guild library. Special events or speakers may require a fee from members.

Section 3: Living Treasures. Members of the guild who have attained the age of 75 and have been members for at least one full year are valued members of the guild. Their membership fee is waived, and these members are entitled to all rights and privileges of any other active member.

Section 4: Lifetime Members. These are members of the guild who have made a significant contribution to the guild, which the Board wishes to recognize. Lifetime members have their dues waived and are entitled to all the rights and privileges of any other active member.

Section 5: Guest. Visitors or guests will pay a fee when attending meetings

Article IV: Meetings, Workshops and Voting

Meetings of the general membership shall be on a monthly basis from September through June.

Section 1: Informal meetings may be planned for July and August. The membership shall be notified in advance, when possible, when a regular meeting time or place is changed.

Section 2: Workshops should be self-supporting. The fee charged should be determined by the cost to the guild. Non-members may attend, if the workshop is not filled by the membership.

Section 3: The officers of this organization attending workshops shall pay workshop fees.

Section 4: The members present at any properly announced meeting shall constitute a quorum.

Section 5: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article V: Executive Board

The Executive Board shall consist of the President, President Elect, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Parliamentarian and standing committee chairs.

Section 1: The Executive Board shall meet on a regular basis. It shall conduct the routine business of the guild and authorize expenditures not included in the annual budget. The board shall be alert to all quilting activities and inform membership. Meetings are open to any interested member who is in good standing.

Section 2: Any Executive Board officer who is unable to serve the term of office shall be replaced by the Executive Board (1023), except for the President. If the President cannot fulfill the term of office, the President Elect shall fill the unexpired term, as well as the Vice President role.

Section 3: The Executive Board officers shall receive no compensation other than reasonable expenses to include travel expenses, when applicable. Officers are not restricted from being remunerated for professional services provided to the guild. Such remuneration shall be reasonable and fair to the guild.

Section 4: Executive Board officers shall be indemnified to the full extent permitted by law if they are acting in a board role.

Section 5: Resignation from the Executive Board must be in writing and received by the Secretary. An Executive Board member may be terminated from the board due to excess absences, more than two (2) unexcused absences from board meetings in a year. An Executive Board member may be removed for other reasons by a three-fourths vote of the remaining Executive Board.

Section 6: The Executive Board shall develop an annual budget each spring and publish it in the May newsletter for a membership vote in May. Guild funds in excess of annual budgetary needs may be deposited in a F. D. I. C. investment vehicle.

Part A: The set aside savings amount shall be calculated at the end of each fiscal year by the outgoing President and Treasurer. The amount of this account should not **exceed** the amount of the prior three years program expenses, or three times the previous year's program expenses, whichever is greater.

Part B: Any surplus or interest remaining in the account at the end of the fiscal year shall be available for the general guild expenses in the new fiscal year.

Part C: If the guild income is reduced, the set aside amount will not be restricted to program committee use, but may also be used for general guild expenses. The amount shall not exceed one third (1/3) of the account balance annual, with the approval of the Executive Board.

Article VI: Executive Board Officers

The Executive Board Officers shall be: President, President Elect, 1st Vice President of Programs, 2nd Vice President of Programs, Secretary and Treasurer and Parliamentarian.

Section 1: The President shall preside over all regular meetings, and be the chair for the Executive Board, and have the power to call special meetings, appoint chairs of committees when necessary and with the approval of the board, perform other duties that the office may require.

Section 2: The president elect shall preside in the absence of the president and take over the duties of the president, if for any reason the office is vacated.

Section 3: The 1st Vice President is co-chair of programs and workshops, making contacts with monthly guild speakers for the current year. Signed contracts with guild speakers shall be made available to the guild president and treasurer.

Section 4: The 2nd Vice President is co-chair of programs and workshops, developing programs and workshops for the succeeding guild year. A budget shall be developed anticipating expenses for these programs and workshops.

Section 5: The Secretary shall keep an accurate record of all regular business meetings where voting and fiscal issues are on the agenda and all board meetings. The Secretary shall be responsible for reporting a summary of the Executive Committee meetings by e-mail to the officers. The Secretary shall be responsible for correspondence.

Section 6: The Treasurer shall keep accurate records of receipts and disbursements, pay guild bills authorized by the Board, monitor the checking and savings accounts of the guild, and give an itemized monthly report to the Secretary and the President.

- Three officers shall have signature authority at the bank, with 2 officers signing each check.
- The guild Treasurer shall be bonded.
- The guild Treasurer shall prepare a budget for the next fiscal year, posted one month in advance of the vote of the membership in May.
- The guild Treasurer shall surrender the books of the guild for an audit upon request of the board. Audits of the books of the guild shall take place biannually, or at the end of a Treasurer's term of office.
- The guild Treasurer is responsible for the preparation and filing of financial reports and returns and licenses as required by State and Federal agencies.

Section 7: The Parliamentarian shall advise presiding officer, when requested, on questions of parliamentary procedure.

- Review and study the bylaws and standing rules annually. If changes are required, ask the president to appoint a committee for this review.
- Provide the executive board with training on simple parliamentary procedures.
- Assist the president in meeting preparation, when requested.
- Assist the presiding officer by keeping track of the order of those wishing to speak, motions, amendments, voting, etc., during meetings.
- Call the first meeting of the nominating committee in February.

Article VII: Term of Office

Section 1: The term of office for Executive Board Officers runs from September 1, through August 31.

Section 2: The Executive Board will serve a one year term of office and may not serve more than two (2) consecutive terms of office.

Section 3: The term of office for Executive Board Officers runs from the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

Article VIII: Elections

The Friendship Quilters Guild election shall be held at the May meeting.

Section 1: The Parliamentarian shall be the past president, and shall call the first meeting of the nominating committee in February. The nominating committee shall consist of two (2) members appointed by the President from the executive board, and two (2) members chosen from the guild.

Section 2: Nominations shall be published in the April newsletter and nominations may be made from the floor at the May meeting, providing the approval of the nominee has been secured prior to the nomination.

Section 3: The vote conducted at the May meeting can be by voice provided only one person has been nominated for an office. If more than one person is nominated for an office, a written ballot must be provided.

Section 4: A one half (½) majority of Members in attendance at any regular meeting shall be sufficient to approve motions duly made and seconded.

Article IX: Committees

Section 1: The following are the standing committees of the Friendship Quilters Guild: Advertising, Banner, Block of the Month, Block Exchange, Door Prizes, Historian, Hospitality/New Member Hostess, Librarian, Mailing, Membership & Directory, Newsletter Editor, Opportunity of the Month, Opportunity Quilt, Philanthropy, Public Relations/Media, Quilt Events, Quilt San Diego Representative and San Diego Quilt Show Representative, Refreshment, Retreat Coordinator, Sharing, Southern California Council of Quilt Guilds Representative, Telephone Tree.

Section 2: The duties and functions of these committees shall be explained in their procedure books. Special committees may be appointed by the president and shall serve until the special purpose for which they were appointed has been fulfilled. New and temporary committee chairs shall be considered part of the executive board.

Section 3: These chairs shall attend board meetings, and shall keep records for succeeding chairs. The chair shall prepare a budget for the succeeding committee at the end of each year.

Article X: Amendments to the Bylaws

Members may submit suggestions for changes in the bylaws to the board, in writing. These suggested changes will be published in the next newsletter and voted on at the following regular meeting. A one half (1/2) simple majority vote of the members present will be required to change the bylaws. Results shall be published in the next newsletter.

Article XI: Dissolution

Upon dissolution of the guild any remaining funds and assets of the guild, after all debts and obligations have been paid, shall be disbursed to a nonprofit group with a purpose similar to that of Friendship Quilters, at the instructions of the outgoing board.

These bylaws were approved at a meeting of the Friendship Quilters on May 8, 2017

President, Friendship Quilters, Charleen Renne

Secretary, Friendship Quilters, Colleen McCune