

QUILTERS BY THE BAY
BY-LAWS
Revised May 23, 2018

ARTICLE I: NAME

Section A: This association shall be known as QUILTERS BY THE BAY

ARTICLE II: PURPOSE

Section A: The purpose of this nonprofit association shall be the dedication to, and the preservation and promotion of, the art of quilt making and to provide a source of inspiration and fellowship for quilt enthusiasts. This shall be accomplished through the sharing of techniques and accomplishments, education and community service.

Section B: This association is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

Section C: Notwithstanding any other provision of these Articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an association contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III: MEMBERSHIP

Section A: Membership shall be open to all persons desiring to participate in the activities of the association and shall not reflect any discrimination on the basis of race, creed, or gender. Dues must be current for valid membership.

ARTICLE IV: DUES

Membership dues are payable in July of each year and considered delinquent on August 1. Members wishing to join the guild after January of the membership year shall pay one half of the membership dues. Assessment of dues shall be determined annually by the Board and approved by the membership in June each year.

ARTICLE V: MEETINGS

Section A: Regular meetings will be held monthly with special meetings and/or activities scheduled as needed/ desired.

ARTICLE VI: OFFICERS

Section A: Officers of the association shall be President, Vice President, Secretary, Treasurer, and Program Director. Each shall serve until his/her successor has been elected. The term of office for all officers shall be two years. Officers shall not serve for more than two (2) consecutive terms in office.

Section B:

The President shall preside at all general membership meetings of this association, oversee all activities of the association and present all opportunities for education and participation to the guild members.

Section C: The Vice President shall assume the duties of the President in the absence of or at the request of the President. The Vice President shall assume the office of the President should a vacancy occur during that term.

Section D: The Secretary shall keep records of the meetings of the association and shall be custodian of all records and papers pertaining to the office. The Secretary shall take care of all correspondence in a timely and appropriate manner. The Secretary shall make available a copy of the last meeting's minutes and any pertinent correspondence at the general membership meetings.

Section E: The Treasurer shall keep accurate records of all funds of the association and shall publish a quarterly summarized report reflecting income and expenditures. At each general meeting the Treasurer is responsible for providing a treasury report to the Board for approval. The Treasurer shall submit the books for audit to the auditing committee at the close of the officer's term, at the change of Treasurer, or at the request of the organization or its executive board. The Treasurer shall keep all financial records, collect and disperse funds as required, keep accurate records of all monetary matters including any bank accounts, and maintain the association current with all governmental requirements in all financial and tax matters. Reimbursements of over \$100.00 will be made upon receipt of a voucher that was approved by the Board.

Section F: The Program Director shall chair the program committee. The Program Director is responsible for the monthly programs of the guild, booking, and facilitating activities during the meetings and keeping the general membership and officers abreast of upcoming programs and events (speakers/hands on).

Section G:

All officers will have authority to authorize payments and sign checks. Once a voucher has been approved by the board, checks will be written and must be signed by two officers with check signing authority with signature cards on file at The Quilters by the Bay's bank. Signature cards must be made current at the beginning of the new officer's term.

ARTICLE VII: BOARD

Section A: The Board shall be composed of the President, Vice President, Secretary, Treasurer, and Program Director.

Section B: The Board shall have the power to act for the Quilters by the Bay guild on all matters requiring immediate attention and shall meet as required to conduct matters relating to the guild.

Section C: The Board shall prepare the annual budget and present that budget to the general membership for approval at the June meeting.

Section D: Only the Board shall have the power to approve expenditures of money from \$100.00 up to \$650.00. Amounts exceeding \$650.00 that are outside the approved budget shall require prior notification to the membership for approval of the majority of the membership present at a meeting.

Section E: All members and committee chairs are invited and encouraged to attend board meetings. Board meetings will be published a week in advance of the meeting.

ARTICLE VIII: ELECTIONS

Section A: A nominating committee of three members appointed by the President shall nominate candidates for each office. Election of the President and Treasurer shall be in odd years and the election of Vice President, Secretary and Program Director shall be in even years. The slate of officers shall be presented at the May meeting to be voted on at the June meeting. Further nominations may be accepted from the floor at the June meeting. Any member nominated from the floor must be present at that meeting.

Section B: Officers elect will be expected to attend the June Executive Board meetings and to meet individually with the present officer in the same position prior to the July Executive Board meeting. This is done to facilitate a smooth transition of duties.

ARTICLE IX: STANDING COMMITTEES

Section A: Recommended standing committees are: Program, Web & Communications, Historian/Photographer, Membership, Hospitality, Charity, Nominating and Raffle Quilt. The President is responsible for assigning these functions, but may realign committees to fit the skills and abilities of the membership and the needs of the guild.

Section B: Additional committees of an ad hoc nature may be created at any time as needed, will be appointed by the President, and shall function for the time required to accomplish the purpose of the committee, but in no case shall extend beyond the current President's term of office.

Section C:

All members are encouraged to submit charity organizations as opportunities to the guild and to participate in the charity quilt program which will be voted on by the membership annually.

ARTICLE X: AUDIT

Section A: A committee composed of at least two members appointed by the President shall conduct an in house audit of the Quilters by the Bay guild financial records annually prior to the August meeting. The same committee shall conduct an in house audit of the guild's property annually prior to the August meeting.

Section B:

Prior to the August meeting an annual review shall be conducted by a Certified Public Accountant (CPA) of guild financial records in accordance with State and Federal tax exempt filings when the guild treasury exceeds \$25,000 (excluding retreat funds) for a financial year

ARTICLE XI: AMENDMENTS TO BY LAWS

Section A: These by laws may be amended by a two-thirds (2/3) vote of the members present and voting at any meeting of the guild provided that the proposed amendment has been submitted in writing to the Executive Board. If the Executive Board accepts a proposed amendment, it will be published to the general membership and brought to vote at the following guild meeting.

ARTICLE XII: DISSOLUTION

Section A: Upon dissolution of the association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.