



Valley Modern Quilt Guild By-Laws

Article I: Name, Purpose, Location. and General Matters

1.1 The name of the organization will be Valley Modern Quilt Guild (VMQG), also referred to as "VMQG" or "the Guild." VMQG is an affiliate member of the Modern Quilt Guild, Inc.

1.2 ~~Purpose: VMQG's purpose is to:~~

~~The Guild is organized and will be operated exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.~~

~~This Guild is additionally organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Guild.~~

~~Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.~~

~~No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.~~

~~The Guild is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.~~

~~Within the scope of these purposes, the Guild is organized and operated to~~

- ~~• Develop and encourage the art of modern quilting~~
- ~~• Work with other guilds and groups with a similar purpose~~
- ~~• Encourage new quilters in the aesthetic of modern quilting~~
- ~~• Offer educational opportunities through classes, workshops and sharing of information~~
- ~~• Support and provide opportunity for charity or other works that provide back to the community through the use of modern quilting skills.~~

~~The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.~~

1.3 Location ~~and office~~: VMQG serves the San Fernando Valley area and maintains an address within the state of California and a registered contact.

1.4 Mission: Our mission is to support and encourage the growth and development of modern quilting through art, education, and community

1.5 No Private Inurement: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this document.

1.5 Powers: Members and directors of VMQG are subject to adherence to these Bylaws.

1.6 Fiscal Year: The fiscal year begins on January 1 and ends on December 31 of each year.

1.7 Annual Meeting: The January meeting of the VMQG will be considered the Annual Meeting where elections are held, the **annual** budget is presented for approval of members and the President and Treasurer deliver reports.

1.8 Privacy: Member information is for the purpose of the VMQG business only and every effort will be made to protect the privacy of individual members. Personal information of members will never be offered for sale or otherwise to ~~non-authorized~~ parties **not authorized by the members**.

1.9 Roberts Rules of Order: All general **meetings** and Executive Board meetings will be conducted in accordance with Robert's Rules of Order unless specifically excluded by these Bylaws.

1.10 Non-discrimination: No person may be denied membership to VMQG or be denied participation in any events or activities because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Article II: Membership

2.1 Membership ~~may~~ **shall** be open to anyone interested in modern quilting who completes the VMQG application, ~~and~~ pays the VMQG annual **dues, and agrees to uphold the Guild's values**.

2.2 **Members are entitled to the privilege of voting, holding office, or serving on committees. Each member receives one vote on each matter.**

2.3 Revoking of Membership

- a. **Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by the Executive Board ~~of Directors~~.**
- b. **Membership may be revoked for violating policies set by the hosting meeting space**
- c. **In instances of verbal harassment or disruptive conduct during meetings, the Executive Board ~~of Directors~~ may attempt conflict resolution but reserves the right to immediately revoke the membership of the disruptive member.**
- d. **Membership may be revoked by participating in activities that are criminal in any activity related to the Guild or its functions.**
- e. **Revoking of Membership: Any member who willfully violates the purposes and mission of the**

VMQG may be asked to resign by a 2/3 vote of the Executive Board

2.4 Dues:

- a. The annual dues amount, **for membership from September through August**, will be set **annually** by the Executive Board.
- b. If a member withdraws from VMQG, dues will not be refunded.
- c. Dues must be received by the September meeting to remain in good standing.
- d. The Executive Board has the authority to authorize payment arrangements on a case-by-case basis.
- e. Members joining after March will pay half the current **annual** dues.
- f. Visitors may attend one meeting free of charge; visitors may attend two additional meetings for a \$5 donation each time.

2.4 Meetings: VMQG will hold a monthly meeting. The Executive Board will determine the time and location of the meeting. Meeting dates and location will be posted on the VMQG website.

2.5 Voting: Each VMQG member in good standing will have one vote concerning VMQG matters.

Article III: Executive Board

3.1 Members: The Executive Board will consist of the elected officers of VMQG and all committee chairs. The Executive Board is the deliberating body of VMQG. The Executive Board will consist of President, Vice President, Secretary, Program **Chair**, Parliamentarian, Membership, Community Outreach **Chair**, Communication Administrator, and Treasurer, ~~and Past President~~. Executive Board will include standing committee chairpersons as needed. Each officer must be a member in good standing for the entire term. Officers must attend 75% of the general and Executive Board Meetings, with the exception of the past president. Each officer is responsible for maintaining a notebook of their activities for their time in office.

3.2 Powers: As directed by these Bylaws, the Executive Board will be responsible for managing the business and affairs of VMQG.

3.3 Meetings: The Executive Board will meet monthly ~~per-year~~ on a schedule that is agreed upon by the members of the Executive Board. Changes to the meeting time or place must be announced 7 days in advance by either electronic communication or oral communication with the exception of emergencies. The Executive Board may invite other persons as guests to these meetings. The Executive Board meetings are open to any member.

3.4 Quorum: At all meetings of the Executive Board, 50% of the members of the Executive Board must be present to constitute a quorum for the transaction of business. If the quorum is not met, the meeting will be immediately adjourned and rescheduled.

3.5 Voting: A majority of the Executive Board members present at a meeting where the Quorum is met will constitute an affirmative vote. Voting may be in person, during an e-meeting, by email, or by US Mail.

Article IV: Officers

4.1 Nominating Committee: A nominating committee, chaired by the Parliamentarian, will be

formed 60 days prior to elections and will consist of 3--5 members who do not wish to be considered for any officer position. Current Executive Board members may be members of the Nominating Committee if no members volunteer.

4.2 Election of Officers: Officers will be elected to a two--year term by a majority of the members present at the January meeting. The term of office is for two (2) years unless they resign or are removed from office or membership. Voting is by paper ballot and will be tallied by two (2) members in good standing who are not in consideration for an officer position. A voice vote may be held if only one member is nominated.

4.3 Installation of Officers: Officers will be installed immediately following their election at the January meeting. All books and papers regarding VMQG will be delivered to the new officer within 2 weeks of the election.

4.4 Removal and Resignation: An officer may resign at any time. Any officer may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members

4.5 Filling of Vacancies: ~~An officer may resign at any time.~~ The Executive Board can appoint a member in good standing to fill any vacant ~~that~~ position until the next election, with the exception of President. The Vice President will fill in for President until elections can be held.

4.6 Powers and Duties: The officers are listed below.

President

- Primary contact for the VMQG.
- Facilitates monthly general meetings and meetings of Executive Board Prepares meeting agenda in consultation with Executive Board.
- May enter into contractual obligations on behalf of the VMQG.
- May use the bank debit card, PayPal account, or write checks in order to conduct business on behalf of the VMQG.
- Presents an annual report to the membership at the annual meeting in January.

Vice President

- Runs monthly meetings in the absence of the President Serves as an assistant to the President in all VMQG matters.
- Stand in for the President when they are unavailable for general or Executive Board meetings.
- Serve as a back-up for any VMQG officer.
- Assists in maintaining the VMQG social media sites.

Programs Chair

- Plan and prepare recommendations to the Executive Board for approval of regular meeting programs.
- Actively pursue guest speakers that will be of interest to VMQG members Execute contracts for programs and workshops.
- Supervise workshops as needed with attendance fees paid by VMQG when applicable.

Treasurer

- Maintains financial records and gives a financial report at the Executive Board meetings.
- Prepares the annual statement/financial report

- Files any necessary tax returns with the IRS
- Monitors Guild budget
- May use the bank debit card, PayPal account, or write checks in order to conduct business on behalf of the VMQG.
- Present a financial report at every general and **Executive** Board meeting.
- Submit a draft Annual Budget for the next fiscal year to the **Executive** Board at the November meeting for review.

Secretary **Historian**

- Keeps records of minutes for all meetings of the membership and the Executive Board

Membership

- Maintains and updates the Guild Roster
- Collects membership applications, dues, and visitors' donations Maintains the monthly meeting attendance roster.
- Maintain a current roster with the Modern Quilt Guild.

Parliamentarian

- Chairs the Nominating Committee and conducts the elections.
- Act as advisor to the Executive Board on parliamentary procedures and interpretation of the VMQG bylaws when necessary.

Community Outreach **Chair**

- Research, recommend and oversee the charity activities of VMQG. Maintains charitable donation records needed to continue 501c3 status.

Communication Administrator

- Maintains and updates, as needed, the VMQG website.
- Gives notice of all monthly meetings and other VMQG events and activities.

Article V: Committees

5.1 Committees: Committees are created to assist the Executive Board in carrying out activities and responsibilities for VMQG. Any member can suggest a new committee be formed; the Executive Board may officially create or dissolve a committee.

5.2 Chairpersons and Members: Any member of VMQG in good standing can belong to one or more committees at any one time. Chairpersons will be appointed by a majority of the Executive Board.

5.3 Chairperson Responsibilities: The Committee Chairperson is responsible for providing the President monthly reports of pertinent information and for notifying the Executive Council immediately of any concerns or issues concerning committee.

5.4 Term: The Executive Board will determine the term of service for the Committee Chairperson.

5.5 Resignation and Removal of Committee Chairpersons: The Executive Board may remove a Committee Chairperson no longer in good member standing. In the event of removal or resignation, the Executive Board may appoint a replacement Committee Chairperson.

5.6 Financial Affairs: Each committee will work with the Treasurer to stay within the committee's budget. At no time should the committee be considered to be independent of VMQG nor fail to submit money or expenses to the Treasurer on a regular basis. All expenditures must be pre-approved by the Executive Board.

Article VI: Execution of Documents

6.1 General: The Executive Board will be responsible for maintaining the good standing of VMQG in all matters regarding legal documents and contracts.

6.2 Contracts: ~~The Executive Board has the power to execute contracts on behalf of VMQG. The Executive Board of Directors may authorize any agent or agents of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.~~

Article VII: Guild Funds

7.1 All funds delivered to VMQG will be deposited in VMQG bank account and/or Paypal account. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of VMQG. The following officers are authorized to sign Guild checks: President, Treasurer, Secretary, ~~and immediate Past President (for the two months following the end of term)~~ and the immediate past president may sign during the two months following the end of term. A check requires two signatures.

7.2 Treasurer Review Committee: A Treasurer report will be given at every meeting.

7.3 The budget year will be January 1 to December 31.

7.4 Executive Board will adopt a budget for the next fiscal year at the November ~~Executive Board~~ meeting. It will be presented to the membership at the ~~December~~ January meeting for their approval.

Article VIII: Amendment

8.1 Amending the Bylaws: The Executive Board may propose an amendment to these Bylaws at any time. The proposed amendment must be electronically proposed via VMQG's website thirty (30) days prior to a regular meeting. Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

Article IX: Dissolution

9.1 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9.2 In the event VMQG is dissolved, the money in VMQG's bank accounts will be used to purchase quilts for museums and historical societies and/or given to charity.

Article X: Electronic Meetings

10.1 **Executive** Board procedures for minutes shall be the same for e-meetings as for face-to-face meetings. Committees should designate a member to take and prepare minutes or a memorandum of each e-meeting.

10.2 Regular, special, annual, and adjourned meeting of the guild may be held by telephone or electronic means (e-meetings).

10.3 All members must have access to the necessary equipment for participation in e-meetings.

10.4 All participants must be able to simultaneously hear and communicate with each other in order to participate in an e-meeting. A member participating by this means is deemed to be present in person at the e-meeting.

10.5 A minimum of 5 days of notice shall be provided to all participants in an e-meeting via e-mail, fax, or telephone by the secretary, presiding officer, chairman, or his or her designee. Such notice shall include the agenda and supporting documentation for business to be conducted at the e-meeting. If notice is by e-mail or fax, participants shall be required to check their messages at specified intervals and respond within a specified time whether or not they are able to attend.

10.6 Bylaws/rules of the group shall designate the needed quorum for any meeting. Once the quorum is established, members shall be assumed present until the e-meeting is adjourned. Members are deemed present when they respond to the roll call.

10.7 The **Executive** Board presiding officer or committee chairman shall call the e-meeting to order at the designated time and an officer will call the roll of attendees.

10.8 Participants shall try, as much as possible, to eliminate background noise during the e-meeting, i.e. radio, television, music, appliances, and side conversations by using "mute."

10.9 The **Executive** Board presiding officer or committee chairman shall announce each agenda item in order. Each member may be called upon to speak. The member may speak in debate, offer a motion or pass. After each member has had an opportunity to speak the first time, the **Executive** Board presiding officer or committee chairman shall call upon each member to speak further in debate, offer a motion, or pass. Unless unanimous, all votes shall be by roll call.

Amended: **Date *vote to be held at June General Meeting***

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