

Appendix A: By-Laws

Redwood Empire Quilters Guild

By-Laws

(Revised 04, 2019)

Article I –NAME

- A. **Name.** The name of this organization shall be the Redwood Empire Quilters Guild herein after referred to as the Guild located in Eureka, California.

Article II –MISSION

- A. **Mission.** The Redwood Empire Quilters Guild promotes the appreciation and preservation of quilts and quilt making. We provide quilts to charitable community organizations to meet community needs. We sponsor and support educational opportunities that further public knowledge of quilts, quilt making and quilt history.

Article III –MEMBERS

- A. **General.** Membership in this organization shall be by written application and payment of appropriate dues. Membership categories shall include Individual, Associate, Junior, and Business. Dues shall not be refundable. The membership year shall be August 1 to July 31.
- B. **Rights of Membership.** Individuals holding membership in the Guild shall have the right to vote for officers of the Guild, stand for election to any office, and may have such other rights and benefits of membership as the Board of Directors may from time to time determine. Membership may be terminated by a majority of the Board for conduct that is materially and seriously prejudicial to the Guild's purposes and interests.
- C. **Annual Meeting.** The annual meeting of the membership shall take place at the June Guild meeting.

Article IV -OFFICERS

- A. **Number.** The Officers of the Guild shall be the President, 1st. Vice President, 2nd. Vice President, Secretary, Treasurer, and Parliamentarian each of whom shall be elected by the membership at the annual meeting. The immediate Past President, whose term as director has expired, shall be an ex-officio director for one (1) year immediately following the end of the term of office. Any elected officer of the Guild may not hold a Guild position other than that to which said officer has been elected.
- B. **Election.** The Parliamentarian shall be chairperson of the Nominating Committee. At the April Guild meeting three (3) members at large are to be

appointed to prepare a slate of officers to be announced at the May meeting. At the May meeting nominations may be made from the floor with nominee consent. Officers shall be elected at the June annual meeting and take office at the beginning of the fiscal year, Article IX -Section A.

- C. **Term.** Officers of the Guild shall be elected for a two (2) year term. The - President, 2nd. Vice President and Treasurer shall be elected in even years. The 1st. Vice President, Secretary and Parliamentarian shall be elected in odd years. No officer may succeed themselves in the same office.
- D. **President.** The President shall be the chief executive officer of the Guild and preside at all Board of Directors meetings as well as Guild meetings. The President shall appoint all committee chairpersons with the approval of the Officers and be an ex officio member of all Guild committees except the Nominating Committee, preside at the annual meeting and sign all contractual agreements and checks.
- E. **1st. Vice President.** The 1st. Vice President shall serve in the absence of the President, plan the program/Location for each monthly Guild meetings, be a member of all workshop/seminar committees, and shall perform such duties as from time to time may be assigned by the President or Board of Directors.
- F. **2nd. Vice President.** The 2nd. Vice President shall coordinate all Guild workshops and seminars and shall perform such duties as from time to time may be assigned by the President and Board of Directors.
- G. **Secretary.** The Secretary shall take accurate notes and maintain minutes of the Board of Directors meetings, annual meeting and special meetings called by the Officers, provide an overview of Board minutes for publication in the monthly newsletter, provide correspondence when requested by the Board of Directors with a copy to the President, and shall perform such duties as from time to time may be assigned by the President or Board of Directors.
- H. **Treasurer.** The Treasurer shall keep accurate and timely financial records, prepare and explain to the membership method of payment used, receive all money for deposit and pay debts incurred, prepare a financial report, with assistance from a bookkeeper for the Board of Directors each month, prepare a balance sheet of income/expenditure monthly for publication in the newsletter, complete all federal and state tax returns in a timely manner, submit all financial records for the Guild year to the Audit Committee at the end of the Guild year for review, be a member of the Budget Committee, and shall perform such duties as from time to time may be assigned by the President or Board of Directors.
- I. **Parliamentarian.** The Parliamentarian shall assure that proper parliamentary procedure is followed at all meetings, be chairperson of the Nominating Committee and shall perform such other duties as from time to time may be

assigned by the President or Board of Directors.

Article V -BOARD OF DIRECTORS

- A. **General Powers.** The elected officers and chairpersons of the Standing Committees shall constitute the Board of Directors.
- B. **Number of Directors.** The number of directors shall be no fewer than five (5) nor more than fifteen (15). Each director has one(1) vote
- C. **Tenure.** The Officers shall serve a term of office described in Article IV, Section C. The Chairpersons of the Standing Committees shall serve a term of office as described in the Standing Committee guidelines.
- D. **Meetings of the Board of Directors.** The Board of Directors shall meet monthly unless otherwise agreed upon by a majority vote of the board.
- E. **Special Meetings.** Special meetings of the Board of Directors may be called at the request of the President or any duly elected Officer.
- F. **Notice of Special Meetings.** Notice of any special meeting and a tentative agenda for that meeting shall be given at least five (5) calendar days' notice sent by US mail or electronic mail.
- G. **Quorum.** To constitute a quorum for a Board of Directors meeting a majority must be present for roll call.
- H. **Rules.** Each committee shall adopt such rules and regulations for its meetings to conduct the appropriate activities. Such rules and regulations must be consistent with the By-laws and Standing Rules.
- I. **Resignations.** Any officer of the Board of Directors may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect when accepted by the Board of Directors. A Standing Committee chairperson of the Board of Directors may resign at any time by giving a verbal notice of resignation to the President or Secretary.
- J. **Vacancy.** Any vacancy in an elected office or appointed position which occurs for any reason may be filled by the Board of Directors for the unexpired portion of the term.

Article VI -MEETINGS

- A. **Meetings.** Guild meetings shall be held the first Thursday of the month from September through June unless otherwise specified by the Board of Directors.

Article VII -QUORUM

- A. **Quorum.** A Guild meeting must have at least 25% of the membership present at roll call to constitute a quorum for the transaction of business.

Article VIII -CONTRACTS and CHECKS

- A. **Contracts.** The Board of Directors may authorize any officer or board member to negotiate, as directed by the Board. Such authority may be general or confined to specific instances. All contracts shall be signed by the President and one (1) member of the Board of Directors with a copy to the treasurer.
- B. **Checks.** All checks or other orders for payment of money shall be signed by two (2) officers, the Treasurer and the President. The Secretary shall have authority to sign in the absence of the Treasurer and/or President.

Article IX -FISCAL YEAR

- A. **Fiscal Year.** The fiscal year of the Guild shall be August 1 to July 31.

Article X -PARLIAMENTARY AUTHORITY

- A. **Authority.** The parliamentary authority of the Guild shall be Roberts Rules of Order, Revised.

Article XI -HUMBOLDT AREA FOUNDATION FELLOWSHIP GRANTS

- A. **Program.** The Guild has established a fund at HAF to encourage interest, education and activities in the quilting arts. The fund is held in trust at the foundation.
- B. **Committee.** A funding committee of three (3) people, two (2) from Guild Membership and one (1) non Guild member with knowledge of the quilting arts field. The committee is appointed by the President and approved by the Board of Directors. The committee members shall serve a three (3) year Term on a rotating basis. No member of the Board of Directors may serve on this committee. The committee shall seek board approval to fund those programs selected. This is a donor advised fund.
- C. **Selection.** Criteria for selection of applicants is on file at HAF. The Guild committee shall meet with a foundation representative to coordinate the funding calendar each year, screen applicants and to select those programs and/or individuals to receive funding.

Article XII -AMENDMENTS

- A. **Amendments.** The By-laws may be altered, amended or repealed and new By-laws adopted by a vote of the Board of Directors and the membership as provided by California law. The Board of Directors may vote at any regular or

special meeting of the Board, following approval by the Board, the proposed amendments shall be published in the Guild newsletter twenty (20) days prior to voting. Voting by the membership shall be by ballot. Amendments must be approved by a majority vote of the membership to be adopted.

Article XIII –DEDICATION/DISSOLUTION

- A. **Dedication.** The Guild is a nonprofit -Section 501(c)(4) –California Nonprofit Public Benefit Corporation. The Guild is irrevocably dedicated to social welfare/educational purposes and no part of the income or assets of the Guild shall ever benefit any officer, member, private individual or private business.
- B. **Dissolution.** Upon dissolution of the Guild its assets remaining after all debts and liabilities have been met shall be distributed to a nonprofit fund and/or foundation that most closely represent the mission of the Guild. The HUMBOLDT HERITAGE QUILTS owned by the Guild shall be given to the Clarke Historical Museum, Eureka, California with an endowment to provide for the preservation of said quilts.

Appendix B: Standing Rules

Redwood Empire Quilters Guild Standing Rules

(Revised 04, 2019)

A. Membership

Individual Membership may be granted with submission of a written application and payment of dues. Membership year is August 1 to July 31 and is non-refundable. Members have the right to vote for officers of the Guild, stand for election to any office, and entitle members to all privileges outlined in the By-Laws.

The Board may vote to revoke membership when one of the following events occurs: resignation of the member; failure to pay annual dues when due; or engagement in conduct that is materially and seriously prejudicial to the Redwood Empire Quilters Guild purposes and interests.

If grounds exist for termination of membership, the Board will notify the member of the reason in writing at least 15 days prior to the effective date. The member has the right to respond orally or in writing within five days before the effective date of the proposed termination. The Board will consider the response, if provided before the final vote is made to terminate their membership. Notices sent to the member shall be sent by first-class or registered mail. No refund of dues will be made.

Business membership entitles business to all privileges of the Guild. In addition, the following are specific to business members:

1. Designation of (1) Individual Membership.
2. Business card size advertisement in each monthly Guild newsletter.
3. A full size (8.5" x 11") flyer in either a PDF or JPG format can be submitted to the newsletter by the 15th of each month for inclusion only in electronic versions of the newsletter at no charge to the business. These may be included in the newsletter or as separate attachments on the email. The guild is not responsible for any errors, omissions, or changes to these flyers and they will go out as submitted.
4. In addition to the flyer above, once a year the flyer may also be sent out with paper copies of the newsletter at no charge. The Business member must supply the Newsletter Committee with printed copies of the flyer by the 15th of the month in order for them to be included with the mailed newsletters.

An **Associate Membership** entitles member to a copy of the newsletter by email or U.S. Mail if mailed in the continental U.S. Associate members shall not hold office, vote, or have access to library materials. Associate members shall pay the nonmember fee for workshops and be allowed to attend two (2) regular meetings for a

fee of \$1.00 per meeting. A higher fee may be charged for special lectures or programs.

A **Business Associate Membership** entitles member to a copy of the newsletter by email or U.S. Mail if mailed in the continental U.S. Business Associate members shall not hold office or vote.

Junior Associate Membership is for ages 10 through 17. Junior Associate members may attend all meetings of the Guild when accompanied by a paid adult member; however, they may not hold office, vote or have access to library materials. Children 10 to 12 years of age must meet the following conditions prior to attending Guild meetings:

1. They must be sponsored by a paid adult member.
2. Their sponsor must apply to the REQG board in writing requesting permission for the child to attend.
3. The application letter must outline the child's interest, skills and achievements in regards to quilting.
4. The application must be submitted to REQG board at least a month in advance of bringing a child under 12 to a meeting, to allow REQG board time to discuss approval.
5. If any Junior Associate is disruptive or exhibits inappropriate behavior, permission to attend will be rescinded and the sponsor will be directed not to bring the child to future meetings.

B. Dues

The Guild currently recognizes the following membership categories

Individual	\$25.00	Membership card
Business	\$55.00	Membership card
Associate	\$15.00	No Membership card
Business Associate	\$15.00	No Membership card
Junior Associate	\$No charge	Membership card

C. Attendance by Members

Children under ten (10) years of age shall not attend Guild meetings or workshops. No pets are allowed except for service dogs with appropriate identification.

D. Name Tags

In order for members to easily greet each other by name, each member shall wear a name tag at Guild meetings. A pattern is available from the Membership table for members to make a Guild required name tag holder. The Membership Committee will provide inserts for these holders. Members will leave their name tag holders with Membership at the end of each meeting and then pick it back up at the beginning of the next meeting to ensure that their name tag is always available at meetings. There will be a \$1.00 fine for anyone not wearing a Guild required name tag. In addition to the Guild required name tag, members may also wear other name tags of their choosing. Guests will be provided name tags.

E. Guests

Prospective members may attend two (2) meetings as guests before becoming a member. Fee for guests and prospective members shall be \$3.00 per meeting and a \$5.00 fee may be charged for special programs. Children who are not prospective Junior Associate Members shall not attend Guild meetings as guests; children under 10 are never allowed.

Members may distribute Be Our Guest cards to potential members which allow them to attend a meeting for free. These cards are available at the membership table.

F. Non Smoking and Fragrance Policy

There shall be no smoking during the meetings and workshops. Members are asked to refrain from using perfumes and fragrances at meetings and workshops.

G. Photo Policy

The Guild has a Facebook page and a website to facilitate communication with and among its members. Many photographs are taken at meetings and special Guild events. As a means to stimulate interest in quilting and the Guild, photos are posted to both of the Guild's internet sites.

If you attend a meeting, take part in Show and Tell, or participate in any special Guild activity, a photo of you and/or your quilt may be taken and posted online. Every effort is made not to post embarrassing, unflattering, or inappropriate photos.

Photos taken by members should be for personal enjoyment and not used for commercial gain.

H. Show and Tell

The Guild asks members to limit Show and Tell items to three (3) per meeting to facilitate greater participation by members.

I. Raffles

Raffle tickets for quilts or quilt items shall be sold before a meeting and during the break. Notice of intent to sell tickets for non-Guild items must be provided to and approved by the President and a minimum of two (2) days before the meeting.

J. Library

Library materials are available at most Guild meetings. Only members holding a current Individual, Business, or Business Associate membership shall be allowed to borrow from the Guild library.

Library materials may be checked out for a period of two (2) months and returned promptly. Library materials must be returned by the June meeting.

Overdue library materials shall be assessed a fine as follows:

- Overdue one (1) month -- \$1.00; second month -- \$2.00; third month -- \$5.00
- Overdue materials not returned after the third month – cost to replace material
- Lost or damaged materials – replacement cost
- Failure to return library materials by the third month constitutes loss of library privileges.

There will be no library service during June, July and August, or during special designated meetings.

K. Workshops

Workshops shall be announced at regular meetings and in the newsletter so all members have an equal opportunity to make reservations.

The 2nd Vice President presents options for speakers and workshop programs to the Board for its approval. Reservations shall be made at regular meetings and by mail in accordance with rules of the workshop committee.

Fees for each workshop will be set the REQG Board. Fees shall be refunded if a workshop is canceled.

Workshop fees shall be refunded only if the position can be filled from a waiting list. Workshops not filled by REQG members by a predetermined date shall be open to the public at a fee to be determined by the REQG Board.

Members who teach a workshop shall be paid as stated below and/or as approved by the REQG Board:

½ day	\$100.00
Full day	\$175.00
Two day	\$250.00

Members or nonmembers housing a guest teacher shall receive a free workshop. 2nd Vice President shall not receive a free workshop. 2nd Vice President shall coordinate hosting duties with the Hospitality Chairperson.

L. Honorarium

The Guild shall offer a \$50.00 honorarium to a member presenting a program approved by the 1st Vice President. This honorarium is a courtesy "Thank You" and to promote Guild participation.

M. Special Service Award

When the Board deems it advisable to do so, it may vote to give the Special Service Award to an individual in recognition of exemplary leadership and dedication to the Redwood Empire Quilters Guild through the generous donation of time and talent. The award is given to long-standing, previously active members who are no longer able to attend meetings, but who have demonstrated a willingness to work for the good of the guild. Nominations for this honor should be presented to the Board and voted on by the eligible voting members of the Board.

The Award consists of a Lifetime Associate Membership that is given to the recipient. A \$50.00 donation is given to the Humboldt Area Foundation fund in the recipient's name. A Letter of Recognition is sent to the recipient or to the individual's family.

N. Financial Transactions

All financial transactions shall be submitted to the Treasurer monthly, with appropriate documentation, for approval by the REQG Board and payment by the Treasurer. All checks require two signatures.

O. Contractual Agreements

All contractual agreements shall comply with Article VIII, Section A of the By-laws. REQG has a contract form for speakers and workshops. This contract form should be used whenever possible.

P. Budget Committee

The Budget Committee shall consist of the President, Treasurer and members of the general membership, appointed by the President. The budget Committee will meet in August of even numbered years after the closing of the year end books. The budget will be prepared for a two year period. The budget shall be submitted to the Board of Directors for approval at the August Board meeting and to the Guild membership at the September meeting for final approval. The proposed budget shall be printed in the September Guild newsletter.

Q. Audit Committee

An audit Committee, consisting of three members from the general membership, shall be appointed by the President at the May meeting for the purpose of auditing the financial records of the Guild. The audit is to be completed in August at the end of each fiscal year and reported at the September Board meeting. The Audit Committee presents a full report to the Guild at the October Guild meeting.

R. Newsletter

The newsletter shall be the official means of communication for the Guild. All members with email will receive the newsletter electronically. Paper copies will be sent to those without email. Members may request a paper copy be mailed to them for an annual fee of \$10.00.

S. Newsletter—Advertising

Advertising in the Guild newsletter is open to members and non-members on a sliding scale. Fees for advertising will be set yearly by the Board of Directors at the first Guild meeting of each year. The REQG Board may increase the fee for advertising at any time during the Guild year to cover costs of print/mailling the newsletter by announcement in the newsletter one (1) month prior to the increase.

T. Website and Published Documents

Additions, deletions, and/or revisions to the website (other than routine maintenance by the webmaster) or other published documents of the Guild, including the By-laws, or Standing Rules, must be submitted in writing for review and action by the Board of Directors.

U. Humboldt Heritage Quilts

The Humboldt Heritage Quilts shall be maintained by the Historian of the Guild. The quilts are available for display at events or locations with prior Board approval.

V. Northern California Quilt Council

The Guild shall be a member of the Northern California quilt Council. One or more members shall be designated by the REQG Board to attend Northern California quilt Council meetings. Such trips may be subsidized by REQG via Board approval.

W. Humboldt Area Foundation Fellowship Grants

The Redwood Empire Quilters Guild Fund is referenced in the Guild By-laws, Article XI, page 4.