

## Fallbrook Quilt Guild Bylaws

### Article I: Name

The name of this organization will be the "Fallbrook Quilt Guild."

### Article II. Purpose

The purpose of this organization will be to generate interest and provide learning opportunities in many aspects of quilting. As a nonprofit organization, the Fallbrook Quilt Guild promotes goodwill among quilters and a common goal of its members is to support our charity outreach programs.

### Article III: Dues and Membership

A member is anyone who joins and pays dues to enjoy the camaraderie and creative stimulation that a Guild provides.

- A) Each fiscal year will begin on July 1 and end on June 30 of the following year.
- B) The amount of the annual dues are recommended by the Executive Board.
- C) Each member shall pay annual dues at the July or August meeting. Mailing a renewal or new member form (available on our website) and a check to our post office box, made out to Fallbrook Quilt Guild (bank won't accept "FQG") is a convenient way to pay.
- D) Membership dues after January 1 are one-half the current yearly rate. This applies only to brand new members. Renewing members are required to pay full yearly dues, regardless when they renew.
- E) Members whose annual dues have been paid are known as "members in good standing," which enables them to vote on issues, hold Board positions, or be Chairs and members of committees. All subsequent references to the Guild's "membership" mean "members who have paid their dues."
- (F) Each member is encouraged to make at least two small quilts per year to fulfill the objectives of our charity program, "Quilts of Love."
- (G) Each member is asked to donate a desirable quilting item to the Birthday table in their birth month, for the purpose of fundraising.
- (H) Each member is encouraged to support our Opportunity Quilt fundraiser by purchasing tickets for themselves or others in order to support the Guild prior to the Opportunity Quilt drawing because the funds raised through ticket purchases are what pays for Guild expenses and programs.

### Article IV: Executive Board

The Executive Board will consist of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, Non-Profit Compliance Officer, Membership Chair, and Ways and Means Chair. The Executive Board will conduct the routine business of the Guild, authorize unbudgeted expenditures, and make recommendations for needed budget changes. A quorum of Board members must be present in order to vote on any matter

before the Board relating to any change of Guild policy. A quorum exists ONLY if individuals entitled to cast a majority of votes are present at the time a vote is taken. Each member of the Board will have one (1) vote at Board meetings, except when a Board position is co-chaired. In that instance, only a single vote can be cast if both co-chairs agree. In the event they disagree, their vote will be disallowed. In the absence of a quorum, Board members not in attendance can be contacted to cast a vote. No officer will serve more than four (4) consecutive years on the Board and no more than two (2) years in the same position. At the end of four (4) years, an officer must step down. After one (1) year has passed, the retired officer may again run for an Executive Board position. The Executive Board may approve an extension of the two- and four-year limits. In the event that the Executive Board determines that an officer or committee chair is unable to fulfill their duties, the Board will appoint a replacement.

#### Article V: Officers and their Duties

A) The President will preside over all regular meetings and be Chair of the Executive Board and have the option to call special meetings. The President will ensure that meetings adhere to the procedures in "*Robert's Rules of Order Newly Revised, 12th Edition.*"

During Board meetings in which a proposed change in Guild policy requires a vote, it is the President who must determine if a quorum of officers is present to validate a vote, noting that co-chaired positions can cast only one vote. During Guild meetings in which the membership is asked to vote on an issue, the President will accept the result of a vote as long as the vote is carried by a simple majority of those present at the meeting, with the assumption that those present are all members in good standing.

The President may appoint special committees to meet specific needs of the Guild at any time. The President will oversee all committees and assist when necessary. The President may authorize expenditures up to \$100.00 over budgeted amounts.

B) The Vice President's office will be a two-year position, serving in the first year as the 2nd Vice President and as the 1st Vice President in the second year, fulfilling the duties described below.

1) The 1st Vice President will preside in the absence of the President and take over all the duties of that office. The 1<sup>st</sup> Vice President will be the Program/Workshop coordinator for the current year and may establish a committee to assist with this duty.

2) The 2<sup>nd</sup> Vice President will assist the 1<sup>st</sup> Vice President as needed and plan the Programs/Workshops for the following year.

The 2<sup>nd</sup> Vice President will submit a detailed budget at the May Executive Board meeting.

C) The Secretary will keep an accurate record of all monthly Guild meetings as well as Executive Board meetings. The Secretary will provide all Board members with a copy of the Executive Board minutes each month for their review, corrections, and final approval before sending the Executive Board meeting minutes to the Newsletter Editor for publication the following month. The Secretary will also forward to the Newsletter Editor the minutes of the monthly Guild meetings, which do not have to be approved by the

Board. In addition, the Secretary will also generate any official correspondence requested by the President.

D) The Treasurer will keep an accurate record of receipts and disbursements and provide an itemized monthly report to the Executive Board. A copy of the Treasurer's report will be made available at regular scheduled meetings.

The Treasurer will ensure that expenditures of all committees are in compliance with the annual budget and are reported accurately. The Treasurer will provide an annual budget, in conjunction with the Budget Review committee, which will be reviewed and approved by the Executive Board and then published in the newsletter. The Treasurer will keep a record of any charitable monetary donations that the Guild received during any given fiscal year.

The Treasurer will coordinate with the Quilt Show Chair and Accounting Lead to ensure all income and expenses are in compliance with generally accepted accounting principles and reported accurately. The Treasurer will coordinate with the Quilt Show Chair, Accounting Lead, and Budget Review committee for their line-item budget review between May – July for submission with the remainder of the budget. The Treasurer will coordinate with the Ways & Means Chair and the NPCO to accurately report financial information to the various governmental agencies.

E) The Non-Profit Compliance Officer (NPCO) will be a two-year position on the Board with voting rights and Board meeting attendance and responsibility. During the last six months of tenure, the NPCO will mentor and train a new candidate to assume duties and responsibilities at the beginning of a new two-year term. The duties assigned to the NPCO will include maintaining a procedural binder of all communication, reports, insurance, and records regarding the Guild's compliance with Federal, State, and local agencies, and will ensure that the Fallbrook Quilt Guild is in legal compliance at all times. The NPCO will act as liaison with Federal, State, and local agencies for the Guild, and will bring any changes and recommendations to the Executive Board as these occur in a timely manner. The NPCO will coordinate with the Guild Treasurer, Quilt Show Accounting Lead, and/or the Ways & Means Chair to prepare reports required by governmental agencies.

F) The Ways and Means Chair will be responsible for all details associated with fundraising. The Board is willing to consider all ideas the Chair may have for earning sufficient funds to offset the Guild's expenses. Traditionally, the Chair has marketed an "Opportunity (aka, raffle) Quilt" by selling raffle tickets for a number of months prior to drawing a winning ticket. This activity can commence after the Guild receives approval from the State to conduct a raffle. At that point, the Chair will identify venues and events that allow the Guild to show/display/market the quilt for the purpose of selling tickets. The Chair may establish a committee to help with this and any other fundraising efforts. The Chair will coordinate with the NPCO and Treasurer to determine the necessary financial information at the conclusion of the raffle and provide a report to the NPCO that enables the NPCO to prepare and submit the annual raffle report summary required by the State of California.

G) The Membership Chair will collect dues, maintain an up-to-date roster of members in good standing, keep an accurate record of attendance at Guild meetings, and introduce new members and guests. The Chair will also provide a list of new members and their contact information to the Executive Board and the Member Directory Editor. The names and birth dates of new members need to go to the Newsletter Editor and the Birthday Raffle Chair. The Membership Chair will direct new members who wish to join a friendship group to the Friendship Group Coordinator.

#### Article VI: Meetings

- A) Regular meetings will be the first Thursday of each month.
- B) Executive Board meetings will be scheduled at the discretion of the President but are typically held monthly. All Board members are **required** to attend to ensure there is a quorum for the purpose of voting. Board members who are unable to attend need to advise the President and can be asked to submit an up-to-date report by the date of the meeting so the information can be disseminated to Board members.
- C) When the date, time, or location of a regular meeting is changed, members will be notified in advance.
- D) The fee for members to attend workshops will be determined by the Vice Presidents, who will also determine a higher fee for nonmembers to attend if the workshop has not been filled.
- E) A guest fee, set by the Board, will be collected from **all nonmembers** who want to attend a meeting, to offset the Guild's ongoing operating expenses. When the monthly program does **not** have a paid speaker, the fee will be "X," but when the Guild does have a paid speaker, the fee will be "2X."

#### Article VII: Elections

- A) At the March Guild meeting, the Board will appoint a Chair or Co-Chairs to lead a nominating committee that puts together a slate of candidates for the next fiscal year. The Chairs can select additional committee members to help with the tasks.
- B) At the April meeting, the nominating committee will submit the slate of candidate officers.
- C) Nominations may be made from the floor, provided the approval of the nominee has been secured in advance.
- D) At the May meeting, officers will be elected by a quorum of members in good standing.
- E) At the June meeting, the new Board officers will be Installed.

#### Article VIII: Committees

- A) Committee Chairs will receive a procedure manual and historical information prepared by their predecessors. Chairs can select their own committee members.
- B) Committee Chairs cannot arbitrarily change or omit the duties of their positions as outlined in the job descriptions or by established procedure without a majority vote of the Board.
- C) All Committee Chairs are required to keep their procedure manuals updated and to make this information available to their successors at the joint June Executive Board meeting.

D) Committee chairs must submit a budget to the Board annually. If no budget is submitted, the Executive Board will determine the Committee's budget for the new fiscal year.

*Committees may include:*

Audit	Birthday Drawings	Budget Review
Cup and a Quarter	Design & Construct Opportunity Quilt	Directory
Door Prize	Friendship Group Coordinator	Historian
Hospitality	Newsletter	Nominating
Publicity	Quilts of Love	SCCQG Rep
Sunshine	Website	

The duties and functions of these committees are set forth in the following job descriptions. Specific policy and procedures are set out in each committee's procedure manual/materials.

Committee Job Descriptions:

**Audit:**

Two (2) members from the general membership will be appointed in May to audit the treasury books for the ending fiscal year. The two members may not be signers on the Guild's checking account. The newly elected Treasurer and the outgoing Treasurer will be present for the audit. Provide an oral report at the August Guild meeting, followed by a written report.

**Birthday Drawings:**

Sell tickets and distribute (by drawing) the birthday donations provided by members in the month of their birth at monthly meetings. Transfer money and obtain a receipt from the Treasurer.

**Block of the Month (BOM):**

Design and/or choose a block for the membership to make each month. Make and present a sample to the membership to view. Keep a record of the pattern used and the size. Transfer this record to incoming BOM chairs as a permanent and ongoing record. Transfer money collected, if any, and obtain a receipt from the Treasurer. Report any activity at the monthly meetings. Provide current pattern and instructions to the Website Chair for publication on the Guild website.

**Budget Review:**

The Budget Review committee will consist of the President, Treasurer, NPCO, and others as determined by the above-mentioned officers. Review the budgets of all the Offices and committees submitted to the Executive Board along with the prior fiscal year's income and expenses. Prepare a current year budget and a projection for the following year to reflect the anticipated cash flow. Submit the budget to the Executive Board at the July Executive Board meeting for review and approval. After budget

approval, prepare the final budget for presentation to the general membership at the August meeting. A member from this committee who does not write/sign checks or make deposits will prepare monthly bank reconciliations in coordination with the Treasurer.

#### Cup and a Quarter:

Enlist one or more volunteers each month to provide fabric “fat quarters” of their choice for use as a raffle item. Sell tickets and draw a winner. Transfer money and obtain a receipt from the Treasurer.

#### Design and Construction:

Oversee design, construction, and quilting of the opportunity quilt. Coordinate with the Ways and Means Chair as needed. Provide photo and all quilt information to Website chair for publication on the Guild website.

#### Directory:

Compile an annual directory that lists members in good standing, along with their contact information (unless asked not to); the bylaws; founding members; past presidents, officers and committee chairs and their phone numbers; the program schedule for that year; and a disclaimer for the unauthorized reproduction of any of the directory’s contents. Prepare directory for distribution at the September meeting.

#### Door Prize:

Acquire and display a door prize (such as a mini-quilt, baskets, dolls, etc.) and sell tickets. Draw the name of a winner at each meeting. Transfer money and obtain a receipt from the Treasurer.

#### Friendship Group Coordinator:

Establish new friendship groups and help new members integrate with existing groups. Maintain a list of Guild friendship groups and meeting schedules. Promote friendship group activities.

#### Historian:

Assemble a photographic record of the events, activities, and achievements of the Guild and its members. Take photos of members’ quilts for publication on the Guild website. Submit bills to the Treasurer.

#### Hospitality:

For our potluck meetings, organize the refreshments and necessary supplies, as well as take charge of set-up, take-down, and cleanup of the kitchen and general area.

#### Newsletter:

Compile and edit Guild newsletter for the membership on a monthly basis. Include information regarding Guild meetings, activities, and related information. Closing date for all information to be published will be the 20<sup>th</sup> of each month. List the members with upcoming birthdays in the newsletter with a reminder to provide a donation in the month

of their birth for the Birthday Drawing. Provide current month's newsletter to the Website Chair for publication on the Guild website. Fees for advertising in the Newsletter will be set by the Executive Board.

#### Nominating:

Solicit nominees for election to the Executive Board (President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Secretary, Treasurer, NCPO, Ways and Means, and Membership). Announce slate of nominees at the April meeting. Solicit volunteers for special committee chairs.

#### Publicity:

Publicize the events and activities of the Guild each month to inform the public of current events in the local and national quilting community and report newsworthy items pertaining to the quilt-related achievements of Guild members. Submitting this information to The Village News, the website Quilterznooz, and the newsletters of other Guilds in the area, for example, are recommended at a minimum. There are also specialized tourist publications that list events. Publicity for our Opportunity Quilt and our biennial Quilt Show should be maximized.

#### Quilts of Love:

Provide supplies needed for making the quilts, disburse the supplies to members of the Guild, collect finished quilts, and deliver to the appropriate charities. Keep accurate records of the donations.

#### Quilt Show

Organize committees to run the quilt show. Each Guild member is strongly encouraged to participate in the Quilt Show in some capacity other than exhibiting a quilt. The Quilt Show committee will have a designated Accounting Lead who will work with the Guild Treasurer and Executive Board. The Quilt Show Chair and Accounting Lead will submit a detailed line-item budget annually no later than the May Guild meeting each year to the Executive Board. The Quilt Show budget will be reviewed by the Guild Treasurer and the Budget Review committee for clarifications and recommendations.

#### Southern California Council of Quilt Guilds Representative:

Attend the SCCQG quarterly meetings, vote on behalf of the general membership if required, and inform the membership of all news reported.

#### Sunshine:

Communicate with the Executive Board and the membership at large to learn if "get well," sympathy, or similar cards need to be sent to members or their families. Committee Chairs are encouraged to request that the Sunshine Chair send thank you cards for special donations from members or others.

#### Website:

Maintain and update the Guild website, including development of new pages as required. Upload new images and new and revised pages to the web server as needed.

Article IX: Amendments

An affirmative vote of the majority membership in attendance is needed for a proposed amendment to be included in the bylaws. In order to have the proposed amendment considered, the amendment must be presented and approved by the Board at an Executive Board meeting, read at the next general meeting, published in the newsletter, and voted on by the membership at the following monthly meeting.

Standing Rules:

A majority vote by members attending a meeting will carry all motions presented.

Bylaws were adopted at the April 1987 meeting.

Revised May 1989

Revised May 1990

Revised January 1993

Revised May 1994

Revised August 1996

Revised March 1998

Revised October 2000

Revised December 2003

Revised April 2004

Revised March 2005

Revised September 2005

Revised September 2011

Revised September 2012

Revised September 2014

Revised August 2016

Revised August 2017

Revised May 2019

Revised May 2023