

# NITE OWL QUILTERS GUILD

## BYLAWS Revised 2024

### ARTICLE I - NAME

The name of this organization shall be the Nite Owl Quilters Guild, hereafter referred to as the Guild.

### ARTICLE II - PURPOSE AND LIMITATIONS

**Section 1.** The purpose of this Guild shall be:

- a. To promote cooperation and exchange of ideas among those interested in or engaged in quilting.
- b. To encourage and maintain high standards of design and technique in quilting.
- c. To instruct the members in methods and techniques of creative quilting and to inspire personal achievements.

**Section 2.** The Guild was formed in August 1982 and incorporated as a non-profit California corporation on February 26, 1987. All activities of the Guild shall be conducted in such a manner that no part of the net revenue shall benefit any individual member, except as that member may be hired as a principal lecturer/teacher by the Executive Board.

**Section 3.** In the event of a dissolution, any and all properties owned by the Guild shall be distributed only to organizations which qualify as nonprofit under the Internal Revenue Code of the United States Government, and as the Executive Board shall select as recipients.

### ARTICLE III - MEMBERSHIP

**Section 1.** Membership in this Guild shall be open to anyone interested in quilting. To be a member of this Guild, each member must pay annual dues. The Guild year shall be January 1st through December 31st. Dues for each category of membership will be paid as follows:

- a. Regular Membership. Dues will be determined each year by the Finance Committee and approved by the membership at the February Business Meeting. Any approved change in annual dues amounts will go into effect the following January. New members joining after July 1 will pay one half (1/2) of the set dues for the remainder of the calendar year. Dues are delinquent February 1st.
- b. Charter Members. Lifetime membership for all Charter Members #1-30 was awarded in August 2002.
- c. Associate Members. Dues will be determined each year by the Finance Committee and approved by the membership at the February Business Meeting. Any approved change in annual dues amounts will go into effect the following January. Associate Members will pay a guest fee for each regular meeting attended. An associate membership includes the newsletter and all benefits except voting and holding office. Current members, who renew their membership as Associate Members, will retain their current membership number. Anyone waiting for a membership space can become an Associate Member.

**Section 2.** The Executive Board (as defined in Art. IV, Sect.7) is authorized to establish an appropriate numerical limitation on the size of the Guild membership as is necessary to sustain an effective organization.

**Section 3.** Members who have not renewed their membership by paying dues as of February 1st, will not receive the newsletter and will be required to pay guest fees.

## **ARTICLE IV - OFFICERS & DUTIES**

**Section 1.** The elective officers of this Guild shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer. Each elected officer shall have been a member of the Guild for a minimum of one year and served in some capacity on the Extended Board (as defined in Art. IV, Sect.8) prior to nomination. No member of the Executive Board can hold the same elective office for more than two consecutive terms.

**Section 2.** The President presides at all meetings of the Guild, the Executive Board, and the Extended Board. This officer shall appoint all committees not otherwise provided for and serve as an ex-officio member of all committees, except for the nominating committee. The President votes only in case of a tie.

**Section 3.** The First Vice-President shall perform all the duties of the President in her absence and shall arrange for speakers and speaker workshops for the Guild with the approval of the Executive Board. This officer may appoint an apprentice to assist in the arrangements for speakers and workshops.

**Section 4.** The Second Vice-President shall arrange the Guild In-House workshops. This officer may appoint an apprentice to assist in the arrangements for these workshops.

**Section 5.** The Secretary shall keep a record of the proceedings of the Guild meetings, the Extended Board meetings, and the Executive Board meetings. This officer shall conduct all Guild correspondence under the direction of the President. This officer shall also post a copy of the previous meeting minutes at the next general meeting.

**Section 6.** The Treasurer shall keep a written account of all organization transactions in a permanent book belonging to the Guild, shall take charge of all funds made available to the Guild and shall pay all bills incurred. The officer shall provide a copy of the monthly reconciliation report(s) to the President. This officer shall provide a financial report to the Newsletter editor for either printing in the newsletter or posting on the monthly bulletin board. The Guild books will be closed December 31 and audited during the month of January. The audit committee is formed of three members, one of whom shall be the Finance Chairman, with the President appointing two additional members. The President can ask for a review or audit of the books at any time during the year. The books shall be open to members' examination upon notification to the Treasurer but will not be removed from her presence.

**Section 7.** The Executive Board shall consist of all elected officers and the immediate past President of this Guild. The Executive Board shall be responsible for transacting the necessary business of the Guild and approving the plans and expenditures of the various committees.

**Section 8.** The Extended Board shall consist of the Executive Board, Appointed Positions, and the Chairman of each committee. Each member of the Extended Board shall have one vote with the exception of the Parliamentarian and the President. The President votes only in the event of a tie.

## ARTICLE V - APPOINTED POSITIONS & COMMITTEES

**Section 1.** The President shall appoint the Chairman of each committee and positions. This person shall serve as the representative of the committee at all meetings. All Committee Chairmen and Appointed Positions are to attend Extended Board Meetings, and keep up-to-date procedure books, which include a job description, monthly calendar, committee list, and copy of budget and expenses. The Executive Board may require interim spending reports. The Chairman will keep copies of forms used and maintain any equipment in the committee's charge. Each Chairman shall submit, to the President, an end-of-year report summarizing the activities and finances for the committee. Procedure books are the property of the Guild and are to be passed on to the next Chairman or Appointment.

**Section 2.** The **Block of the Month Chairman** shall plan, promote and conduct Block of the Month activity, which includes choosing the design and ensuring that copies of the block pattern are available at the General Membership meeting and are provided in a timely manner in clear and legible form to the newsletter editor.

**Section 3.** The **Bulletin Board Chairman** shall display the Bulletin Board at the general meetings. The display should include the previous month's board meeting minutes and Treasurer's reports and other items of interest such as flyers and pamphlets.

**Section 4.** The **Bylaws Chairman** shall be responsible for updating the Bylaws and Policies when the Guild deems changes are required.

**Section 5.** The **Challenge Chairman** shall create, organize and carry out the Guild's annual challenge event.

**Section 6.** The Charity Projects Chairman will be responsible for recommending and overseeing on-going charity projects throughout the year.

**Section 7.** The **Finance Chairman** will form the Finance Committee. The Committee will prepare a yearly budget and make recommendations on all financial matters for the Guild membership. The budget will be presented at the February Board meeting for review and then to the Guild membership for approval at the February Business meeting. The Chairman shall also serve on the audit committee and assure that all reports and taxes are filed as required by the State and Federal agencies. The Finance Chairman is also responsible to notify the board when the finance reports exceed the budget amounts throughout the year.

**Section 8.** The **Greeting Hostess Chairman** will record all members present at each meeting, record guests' names and addresses, collect guest fees and name tag fines. The Chairman will report the number of people attending at the General meeting.

**Section 9.** The **Guild Property Chairman** shall be responsible for the Asset Inventory the Guild maintains. This would also include arranging the lending of display poles to other guilds should they arise.

**Section 10.** The **Historian** shall take, or have taken, photographs and keep records of newsworthy events and shall maintain them in a suitable electronic file properly labeled to be available on request from the membership. All Electronic files or film, photographs, negatives will be property of the Guild.

**Section 11.** The **Holiday Event Chairman** shall appoint holiday party committees as needed and shall oversee such committees and promote the Holiday Party. All plans and budgets will be referred to the Executive Board for review and approval.

**Section 12.** The **Membership Chairman** will collect dues and keep all membership records and lists up to date. The Chairman shall advise the Secretary, Treasurer and Newsletter Editor of the membership status and will maintain a membership waiting list, when required.

**Section 13.** The **Newsletter Editor** shall edit the newsletter and report all Guild meetings, workshops, and functions. Editor shall also be responsible for the sub-committees including, Advertising whose Chairman is responsible for arranging and maintaining the advertising in the newsletter, and Publicity whose Chairman is responsible for obtaining and releasing publicity for the Guild meetings and Guild functions. i.e., press releases to newspapers, magazines and social media sites.

**Section 14.** The **Opportunity Table Chairman** shall oversee the Guild's monthly raffle by collecting donated items, selling tickets and drawing winners. Opportunity Table Chairman is responsible for submitting the Nonprofit Raffle Report (CT-NRP-2) to the OFFICE OF Attorney General by due date of each year.

**Section 15.** The **Parliamentarian** shall advise primarily the President, but also other officers of the Guild, as to proper parliamentary procedures in accordance with the Guild Bylaws and Roberts's Rules of Order (the latest edition). In order to maintain an impartial position on all issues, the Parliamentarian shall be a non-voting position.

**Section 16.** The **Social Media Chairman** shall be responsible for maintaining the Guild information on social media sites.

**Section 17.** The **Quilt Show Chairman** will be responsible for organizing, directing and appointing committees for the Quilt Show event. Quilt shows will be held every other year. All plans and budgets will be referred to the Executive Board for approval.

**Section 18.** The **Raffle Quilt Chairman** shall be responsible for organizing, directing and appointing committees for the design, construction, completion, and marketing of Raffle Quilt as determined by the Executive Board. This will include being responsible for arranging the display of the quilt and sale of the tickets for the quilt at other guilds' meetings and other gatherings.

**Section 19.** The **Refreshment Chairman** shall arrange refreshments and other details needed to promote a social atmosphere at all general meetings and functions of this Guild.

**Section 20.** The **Secret Pal Chairman** shall be responsible for coordinating the Guild's secret pal exchange.

**Section 21.** The **Show and Tell Chairman** will be responsible for encouraging and presenting member projects at each general meeting.

**Section 22.** The **Southern California Council of Quilt Guilds (SCCQG) Representative** will act as a liaison between the Guild and the Council, and will keep the Guild informed of council meetings, special events and other items of interest. This position is for a minimum of two (2) years.

**Section 23.** The **Special Events Chairman** will coordinate the different events (Retreats, Bus Trips, etc.) that the Guild plans during the year. This Chairman may appoint sub-chairmen to each individual event.

**Section 24.** The **Website Editor** shall be responsible for maintaining and updating the Guild's internet website.

## **ARTICLE VI - ELECTIONS**

**Section 1.** In August, a Nominating Committee of four shall be appointed as follows: The President appoints the Chairman, the Extended Board appoints one (1) individual and the general membership appoints two (2) individuals. This Committee shall prepare a complete slate of Executive Officers for presentation at the September general meeting. This selection shall be published in the October and November newsletters. This committee may also accept volunteers for the Committee Chairman and Appointee Positions to be presented to the President-Elect for consideration.

**Section 2.** Additional nominations, with written consent of the nominee, may be made from the floor at the October meeting. Voting shall be by ballot at the November meeting. If there is only one nominee per open position, the election may be made by unanimous vote. Newly elected officers will take office in December.

**Section 3.** A vacancy in an elected office by cause (See Article VII Section 3) or otherwise, shall be filled by a temporary appointment by the President. This appointment will be until the next election in the current year.

## **ARTICLE VII - MEETINGS**

**Section 1.** Regular meetings of this Guild will be held on the fourth (4th) Thursday of each month at a time to be determined by the General Membership, except for the months of January, November and December, which will be determined by the Executive Board. The Annual Business General Meeting will be held in February.

**Section 2.** The Extended Board will meet before the general meeting; the date and time to be determined by the Executive Board and made known to the General Membership by an announcement. A Transitional Board meeting consisting of the old and new boards will be held no later than the third week in January.

**Section 3.** Elected officers must attend all Board and regular meetings. If an officer misses more than three (3) meetings (inclusive of Board and General meetings), the Executive Board has the authority to declare the office vacant. In the event this action takes place, the President (or acting President) shall appoint a replacement, subject to approval by the Executive Board.

**Section 4.** Executive Board meetings may be called to address any issue that needs to be handled on an immediate basis. The President (or Acting-President) shall call these meetings.

## **ARTICLE VIII - AUTHORITY**

**Section 1.** Unless otherwise provided, all motions may be acted upon by a simple majority vote of those members present.

**Section 2.** In conducting the affairs of the Guild, the final authority for procedure shall be Roberts Rules of Order (most current revision), wherever applicable and not inconsistent with these Bylaws.

Revised by Bylaws Committee, Judy Cagley, Cassie Kindig and Aurelia Waddell approved by Membership Vote on February 18<sup>th</sup> 2024.



## POLICIES

### MEMBERSHIP

1. The Guild Membership is limited to 250 members. When maximum 250 is reached Associate Membership shall be made available.
2. Regular Membership dues will be \$40.00 per year, January 1st - December 31st. New members joining after July 1st will pay \$20.00 for the remainder of the year. Associate Membership dues will be \$25.00 per year plus \$3.00 per meeting attended.
3. There will be a \$5.00 guest fee for each general meeting. Members who have not paid their dues by February 1st will be required to pay guest fees until their dues are paid. No guest fee will be required of members joining at the time of attendance.
4. The membership roster will be updated each year by the Membership Chairman and published not later than the April general meeting and again in September, or as is deemed necessary because of new members joining. Electronic roster will be sent by the Newsletter Editor at the direction of the Membership Chairman.
5. The membership roster is for Guild use only. Under no circumstances is the Guild roster to be used for solicitation purposes, either personal or business.
6. Members will have first choice at workshops. Non-members may attend speaker workshops on a space available basis and may be required to pay a higher fee. No refunds will be made for workshops not attended. In-house workshops will be for Guild members first and guests will be allowed at the Chairman's Discretion but will be required to pay double the in-house fee.
7. There will be a \$.25 charge for each member not wearing a nametag at a general meeting.
8. Each new member will receive a membership card. Each member is encouraged to review the digital copy of the current bylaws and policy and procedures.
9. Each member shall be responsible for selling or purchasing 24 Opportunity Quilt tickets per Fundraising event.
10. Renewing members will be given their originally assigned membership numbers, regardless of when they renew.
11. Members are required to assist with or contribute to the opportunity quilt. Participation/contribution amount to be determined by the board based on design chosen by the Raffle Chairman.
12. Members are encouraged to volunteer for open positions or committees as needed. Our Guild is only as strong as our members.

## MEETINGS

1. Guild members and guests will check in at the room entrance.
2. Guild raffle items are to be donated. These items should be quilt related. Tickets will sell for \$.25 each or five (5) for \$1.00.
3. The February meeting will be a business meeting. There will be no speaker and no guests. Past members who have not paid their dues by February 1st will not be allowed to attend the February meeting unless they pay their dues at the door.
4. The Guild will provide beverages and paper goods for general meetings as budgeted.
5. Block-of-the-Month patterns will be available for all members and guests, but participants must be members only.
6. Once a year, all members are requested to provide a refreshment and an item for the raffle table. Their birthday month is suggested, but it may be any month.
7. All meetings and workshops are set to occur on a specific date. Changes to the date cannot be made, with the exception of an emergency. Emergencies shall be determined by the Executive Board.
8. Children who are 12 years of age and older may attend meetings with a guild member and will pay the current guest fee.

## MONETARY TRANSACTIONS

1. All monies collected on behalf of the Guild shall be turned in to the Treasurer, or in her absence, the Guild President.
2. Monies collected during meetings shall be turned in at the meeting. Monies collected between meetings shall be turned in at the next meeting. Any exceptions shall have prior approval from the President.
3. All bills and receipts for reimbursement must be presented to the Treasurer Within sixty days of expenditure.
4. Expenditures outside an existing budget require prior approval of the Executive Board.
5. The President, First Vice-President, Second Vice-President, Secretary, and Treasurer will be authorized to sign Guild checks. Two signatures shall be required.
6. Payment for a Speaker or In-House workshop must be made at time of sign-up. Any workshop having less than five (5) people signed up by the month before the workshop will be cancelled. (This reflects our teacher contract.)
7. Payment for either a Speaker or in-house workshop is not required of the Chair when they are facilitating the workshop, i.e.: helping to set up room, take attendance, ensuring that the teacher's requirements are fulfilled, handing out teacher's instructions, running errands for the teacher etc. If the Workshop Chair chooses to take the class and have an apprentice fulfill these duties of the Workshop Chair, then the Workshop Chair will be required to pay class fee and be relieved of said Chairman duties for that specific class. (Refer to Article IV, Section 3 and 4)



## **NEWSLETTER**

1. Newsletter article submission date is determined by the Executive Board and the Newsletter Editor
2. Newsletter advertising fees will be approved by the Executive Board.
3. The newsletter is not printed in December.

## **DEFINITIONS**

1. Programs are planned for general meetings and may be educational or social.
2. Workshops are teaching formats held other than at regular general meetings. Teachers may or may not be a member and may be paid or unpaid. If paid, it must be at a fair market rate.