

BY LAWS
Of the
FLYING NEEDLES QUILTERS' GUILD

ARTICLE I

The name of this organization shall be the FLYING NEEDLES QUILTERS' GUILD ("the guild"), a non-profit organization. This organization does not contemplate pecuniary gain or profit to the members thereof, and is organized for non-profit purposes. Said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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

ARTICLE II

The purpose of this organization is to contribute to the knowledge of and to promote the appreciation of fine quilts; to sponsor and support quilting activities; to encourage quilt making and collecting; to contribute to the growth of knowledge of quilting techniques, textiles, patterns, history, and quilt makers through educational meetings, travel and fellowship.

No part of the net earnings of this 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 Section 501 (c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempt 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.

ARTICLE III
Members

Section A: Membership shall consist of anyone who is interested in quilts, and they shall be admitted to membership upon payment of annual dues.

Section B: Classification of members:

1. Active Members: An active member shall participate in and support the projects and activities of the Guild; have the privilege of voting and holding office, and pay annual dues, due the last week of June.
2. Annual dues: Will be prorated as follows for first-time membership only. July through December – full dues; January through June, one-half of annual dues.
3. Charter Members: Anyone who joined and paid dues on or before December 31, 2010, is considered a Charter Member.
4. Affiliate Member: An Affiliate Member is defined as a quilt-related business as determined by the Board. Affiliate Members shall:
 - a. Be listed on our website and/or Facebook.
 - b. Pay annual dues, due the last week of June.
 - c. Not have the privileges of Active Members, but may join individually as an Active Member.
5. Visitors: A guest may attend two meetings free of charge but upon the third meeting they shall either become a member by paying the annual dues or shall remain a guest by paying an attendance fee per meeting or a fee set by the Board.
6. Deletions: Any member who does not renew his/her membership prior to the July general meeting will automatically be deleted from the membership roll.
7. All members of this Guild shall be informed of all functions pertaining to the affairs of this organization.
8. Membership be limited to 200.

ARTICLE IV
The Board

Section A: There shall be a Board consisting of the six (6) elected officers, the immediate Past President, and the two elected members-at-Large and the appointed standing committee chairpersons.

Section B: Four elected members and two appointed members shall constitute a quorum of the Board.

Section C: The Board shall:

- Have general supervision of the affairs of the Guild between its general meetings.
- Fix the hour and place of their meetings.
- Make recommendations to the Guild.
- Perform such other duties as are specified in these By Laws.
- Shall be subject to the orders of the Guild, and none of its acts shall conflict with action taken by the Guild.
- Shall be authorized to approve unexpected disbursements of funds in an amount not to exceed 5% of the current annual revenue.

Section D: Regular meetings of the Board shall be held once each month. Special meetings may be called by the President or shall be called upon written request of three (3) members of the Board or ten (10) members of the Guild.

ARTICLE V Officers

Section A: The officers of the Guild shall be President, Vice President, Education and Programs Officer, Secretary, Treasurer, Parliamentarian, and two Members-at-Large.

Section B: The officers of the Guild shall be elected at the general meeting in April and shall assume office July 1, and hold office for two (2) consecutive years or until successors are elected and duly qualified. No officer shall hold an office for more than one term. The President, Education and Programs Officer, Parliamentarian and one Member-at-large will be elected in even numbered years. The Secretary, Treasurer and one Member-at-Large shall be elected in odd numbered years.

Section C: In the event of a vacancy in any office, the Nominating Committee shall nominate at least one candidate to fill the office, and the Board shall fill the vacancy at the next board meeting or a special meeting called for that purpose.

ARTICLE VI Duties

Section A: The President shall:

- Preside at all meetings of the Guild and shall be Chairman of the Board.
- Be the Chief Administrative Officer of the Guild, and make a report of the work of the Guild at its annual meeting, the June general meeting.
- Appoint the Chairperson of each Standing Committee with the approval of the newly elected Board.
- Be ex-officio member of all committees except the Nominating Committee.
- Make sure all forms are signed by the proper officers and filed with the Franchise Tax Board and the Internal Revenue Service, as required.
- Ensure meeting agendas are prepared and distributed to members.
- Be authorized to sign checks for the Guild.

Section B: The Vice President shall:

- In the absence or disability of the President, serve in the order of that office and perform the duties assigned to the President.
- Be authorized to sign checks for the Guild.
- Aid the President in all Guild business when needed.
- Plan and coordinate all phases of special events when deemed appropriate by the Board.
- Be responsible for the Quilt Show.

Section C: The Education and Programs Officer shall:

- Plan and recommend to the Board programs and workshops for the Guild.

- Issue contracts to hire teachers and lecturers.
- Coordinate workshop sign-ups, collect fees and issue receipts.
- Plan and coordinate educational classes, demonstrations and workshops not requiring a contract, which will enhance and advance quilting knowledge and skills of Guild members.

Section D: The Secretary shall:

- Record the minutes of general, special and Board meetings and distribute them before the following meeting.
- Be in charge of any correspondence given her/him by officers or members of the Board.

Section E: The Treasurer shall:

- Be the Chief Financial Officer of the Guild.
- Have the general care and custody of all securities and funds of the Guild.
- Collect and disburse the funds of the Guild, including quilt show funds.
- Present a financial report at each meeting of the Board and the general membership.
- Cause an internal audit to be made by the auditing committee no later than August 31.
- Be authorized to co-sign checks of the Guild.
- Present the proposed annual budget to the Board meeting by June and to the general membership for approval at either the June or July meeting.
- Prepare and file all required income tax returns and any other forms with the Franchise Tax Board and the Internal Revenue Service, as required.
- Provide detailed year-end comparison of the budget to actual expenses to the Board and membership.
- Ensure that adequate insurance coverage is maintained.

Section F: The Parliamentarian shall:

- Assure that proper parliamentary procedure is followed at all meetings.
- Be chairperson of the Nominating Committee.
- Present all proposed By Law revisions to the general membership for approval.
- Present all proposed Standing Rules to the Board for approval.

Section G: The Members-at-Large shall:

- Perform the duty of liaison between the general membership and the Board.
- Act as our Guild representative, be available to attend meetings of other organizations, e.g. the Northern California Quilt Council (NCQC), and obtain pertinent data that would enable the guild to stay informed of any current or past information that will improve the Guild.
- Devise and implement a plan for encouraging membership growth as needed.

ARTICLE VII Nominations and Elections

Section A: The Parliamentarian shall serve as the chairperson of the Nominating Committee. She/he shall select a vice chairperson, one member from the Board, and two members from the

active membership, to serve on the Committee. No Committee member shall serve two consecutive years except the Parliamentarian.

Section B: The Nominating Committee shall submit its slate of nominees for officers and members-at-large to the Board by the March Board meeting. A copy of the list of nominees shall be provided to all members at least three (3) weeks preceding the April general meeting.

Section C: Nominations for office may be made from the floor at the March and April general meetings, with verbal consent of the nominee, and presented to the Secretary at that time.

Section D: Elections shall be by voice vote except when there is more than one nomination for a position, in which event the vote for the contested office shall be by ballot provided by the Secretary.

Section E: The Secretary shall count the ballots along with at least one member of the Nominating Committee and shall prepare a written Certification of Election results to be filed in the permanent records of the Guild.

ARTICLE VIII Funds and Finances

Section A: The finances of this Guild shall be handled and managed by the Treasurer in accordance with sound accounting practices and procedures. No funds shall be expended except in accordance with the budget established by the membership.

Nothing in this section shall prohibit the Board from transferring funds from one budget account to another. Any budget variations that cannot be accommodated by transferring funds from one budget category to another must be approved by the membership. Except as is herein provided, neither the members, nor any officer, nor any employee of this Guild shall incur any indebtedness in excess of the budget.

Section B: An internal audit will be performed annually by two members of the guild who have not served on the Board during the year under audit. The internal audit will be performed in accordance with guidelines established by the Board.

Section C: All authorized expenditures shall be disbursed only in accordance with the approved budget.

Section D: No person who is now, or who later becomes a member of this Guild shall be personally liable to the Guild's creditors or for any indebtedness of the liability of this Guild. Any and all creditors shall look only to the Guild's assets for payment.

Section E: The guild shall purchase insurance coverage sufficient to cover general liability, property damage and any other coverage deemed necessary by the Board.

Section F: The Budget Committee shall meet after the election of new officers to determine the budget for the upcoming fiscal year, which begins July 1.

All elected officers are members of the budget committee. The committee will be co-chaired by the incoming Treasurer- Elect and the incoming President-Elect. All current and incoming officers are members of the budget committee.

The budget will be presented to and approved by the board at the May board meeting. It will be presented to and approved by the general membership at the June or July general meeting.

ARTICLE IX General Meetings

Section A: General meetings shall be on the third Thursday of every month, unless otherwise scheduled by the Board.

Section B: A quorum shall be 20% of the Active members of the Guild.

Section C: There shall be no proxy votes.

ARTICLE X Standing Committees

Section A: The Standing Committees shall be: Community Services, Fabric Connection, Membership, and County Fair.

Section B: The President, with the approval of the Board, appoints all committee chairpersons, except Nominating.

Section C: The Chairperson of each standing committee, except Nominating, shall select her/his committee members in consultation with the President and with approval of the incoming Board.

Section D: The term of office for standing committee chairpersons is one (1) year.

Section E: The standing committee duties are:

Community Services Committee

Plan and coordinate different types of quilts or items to be donated or made by members to be donated to various community organizations.

Fabric Connection Committee

Collect all fabric donations to the Guild, sort through and keep only those for use by the Guild. The rest will be put out for members to use for Guild purposes, and the balance will be given away to a charitable organization.

Membership Committee

- Be responsible for maintaining current records of membership and update and distribute the yearly membership list.
- Edit and publish membership brochures.

- Provide a membership card to each paid member.

Nominating Committee See Article VII

Media/Communications Committee

- Plan, coordinate and disseminate publicity regarding meetings and special events of the Guild by contacting local newspapers and other media.
- Coordinate any electronic, social media and website (Flyingneedlesguild.com) for the Guild, including posting the monthly newsletter and all information related to the Guild.

County Fair Committee

- Coordinate with fairgrounds personnel to confirm details: dates, times for setup and take-down, and times for entry delivery and pickup.
- Be responsible for a raffle quilt for the fair: construction, setup and presentation, tickets, etc.
- Recruit and schedule volunteers for hosting, raffle quilt, entry acceptance and returns and all other tasks associated with the Guild's partnership with the Yolo County Fairgrounds office.

ARTICLE XI
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Guild in all cases to which they are applicable, and in which they are not inconsistent with these By Laws and any special rules of order the Guild may adopt.

ARTICLE XII
By-Law Amendment

These By Laws can be amended at any general meeting of the Guild by a two-thirds (2/3) vote of the active membership present, provided that the amendment has been submitted in writing at a previous general meeting.

ARTICLE XIII
Dissolution

Section A: Upon the dissolution of this 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 public purpose.