

BYLAWS

NITE OWL QUILTERS GUILD

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, and
- 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 Appointee.

Section 2. The **Block of the Month** Chairman shall choose the design of the monthly quilt block, draw and print directions to be supplied at meetings and posted in the monthly newsletter. At the meetings, the Chairman shall collect blocks and hold drawing(s) for participants.

Section 3. The **Book Library** Chairman is in charge of all aspects of the Guild Book Library and its functions, procurement, circulation, cataloging, collection of fines, storage, etc.

Section 4. The **Bulletin Board** Chairman shall display the Bulletin Board at the general meetings. The display should include the previous months meeting minutes and Treasurer's reports and other items of interest such as flyers and pamphlets.

Section 5. The **Bylaws** Chairman shall be responsible for updating the Bylaws and Policies when the guild deems changes are required.

Section 6. The **Challenge** Chairman shall create, organize and carry out the guild's annual challenge event.

Section 7. The **Charity Projects** Chairman will be responsible for recommending and overseeing on-going charity projects throughout the year.

Section 8. The **Continuing Education** Chairman shall oversee the guild's ongoing education program to ensure the guild has continued availability of In-House workshop material and teachers.

Section 9. The **Finance** Chairman will form the Finance Committee. The Committee will prepare a yearly budget and make recommendations on all financial matters to 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.

Section 10. The **Fundraiser** Chairman will be responsible for organizing, directing, and appointing committees for any Guild fundraising events. All plans and budgets will be referred to the Executive Board for approval. Quilt Shows will be held every odd year starting in 1999. This Chairman will also be responsible for the sub-committees including: **Opportunity Quilt** whose Chairman shall be responsible for design, construction, completion and marketing of the Opportunity Quilt for the following year and the **Opportunity Quilt Scheduler**, who is responsible for arranging the display of the quilt and sale of the tickets for the quilt at other guild meetings and other gatherings.

Section 11. The **Gadget Library** Chairman will be in charge of all aspects of the Guild Gadget Library and its functions, procurement, circulation, cataloging, collection of fines, storage, etc.

Section 12. 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. The Greeting Hostess table will act as an information center for all who enter the general meeting.

Section 13. 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 14. The **Historian** shall take, or have taken, photographs and keep records of newsworthy events and assemble a yearbook to be available for viewing at all meetings. All film, photographs, negatives and the yearbook will be property of the Guild.

Section 15. The **Holiday Event** Chairman shall coordinate the Holiday Party and oversee the Sub-Committee as follows: **Holiday Projects** whose Chairman is responsible for the coordination of the blocks and projects for the events opportunity drawing.

Section 16. The **Membership** Chairman will collect dues and keep all membership records and lists up to date. She shall advise the Secretary, Treasurer and Newsletter Chairmen of the membership status. She will maintain a membership waiting list, when required.

Section 17. 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 our monthly newsletter, and **Mailing** whose Chairman is responsible for the actual mailing of the Newsletter to members and other guilds.

Section 18. The **Opportunity Table** Chairman shall oversee the Guild's monthly raffle by collecting gifts, selling tickets and drawing winners.

Section 19. The **Parliamentarian** shall advise primarily the President, but also other officers of the Guild, as to proper parliamentary procedures in accordance with the Guild's Bylaws and Roberts Rules of Order (preferably the latest edition). In order to maintain an impartial position on all issues, the Parliamentarian shall be a **non-voting** position.

Section 20. The **Publicity** Chairman shall be responsible for obtaining publicity for the Guild meetings and functions.

Section 21. 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 22. The **Secret Pal** Chairman shall be responsible for coordinating the Guild's secret pal exchange.

Section 23. The **Show and Tell** Chairman will be responsible for encouraging and presenting member projects at each general meeting.

Section 24. The Southern California Council of Quilt Guilds (**SCCOG**) **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 two (2) years.**

Section 25. 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 26. The **Swap A Block** Chairman shall be responsible for coordinating the monthly block exchange.

Section 27. 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, the election may be made by unanimous vote. Newly elected officers will take office in December.

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 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; time and date to be determined by the Executive Board and made known to the General Membership by announcement at the regular meeting, if time permits. 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.

POLICIES

MEMBERSHIP:

1. The Guild membership is limited to 225 members.
2. Regular Membership dues will be \$25.00 per year, January 1st - December 31st. New members joining after July 1st will pay \$12.50 for the remainder of the year. Associate Membership dues will be \$15.00 for the year and the Associate Member will pay a \$1.00 fee for each meeting attended.
3. There will be a \$3.00 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 March general meeting.
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 only, no guests.
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, a copy of the current Bylaws, a membership list, and a copy of the newsletter.
9. Membership cards may be required for admission to all Guild meetings, functions, workshops, the quilt show, fundraisers, and to check out materials from the Guild Libraries.
10. Each member shall be responsible for selling or purchasing 24 Opportunity Quilt tickets per Fundraising event.
11. Renewing members will be given their originally assigned membership numbers, regardless of when they renew.

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. Guest speakers who sell their own books and/or items at our meetings will be requested to donate a copy of their book to the Library.
7. 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.
8. 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.
9. Children who are 12 years of age and older may attend meetings with a guild member and will pay the current guest fee.

LIBRARIES:

1. Guild members may check out any item for one month.
2. There will be a \$1.00 per item per month fine assessed for overdue items.
3. The Guild member is responsible for replacing, or reimbursing the Guild for the cost of replacing, any lost or damaged item within 90 days from the due date. A member may not renew his/her membership until all fines are paid.

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.

MEMORIALS:

In the event of the death of a Guild member, the Guild will donate \$25.00 to the charity of the family's choice, and a book will be purchased for the Library in the member's name.

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 Treasurer's Report will be printed in each newsletter and/or posted at the general meeting.
4. Members who have not paid their dues by February 1st will not receive the February newsletter or any subsequent newsletters until dues are paid.
5. The newsletter is not printed in December.

MISCELLANEOUS:

1. Member quilts and work will have first priority in hanging and display at any Guild show or any other function.
2. The Guild Bulletin Board will be at all general meetings. The current Treasurer's report and Secretary's minutes will be displayed together with any other pamphlets or items of interest to Guild members.

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.

*Revised 2/27/97, 1/25/01, 11/20/03, 4/27/05 by Membership Vote
Penny Holliday, Laws Chairman, Bylaws Committee*