

# **Loomis Quilt and Fiber Guild**

## **Bylaws**

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### **BYLAWS**

#### **ARTICLE I**

##### **Name**

The name of this nonprofit organization shall be “Loomis Quilt and Fiber Guild”. Should the members of this organization desire to change its name, a vote of 51% of the total active membership shall be required.

#### **ARTICLE II**

##### **Purpose**

The purpose of this organization shall be to promote cooperation and interchange of ideas among those engaged or interested in quilting and fiber arts; to maintain high standards of design and technique; to instruct its members in methods and techniques; to stimulate interest therein in the community and to hold meetings for the interchange of ideas and to inspire personal achievement; to engage in community enhancement and support through member contributions as determined by the guild’s quilting and fiber arts programs.

#### **ARTICLE III**

##### **Membership**

##### **SECTION 1. Membership**

- (a) Any person, regardless of race, color, creed, sex, national origin or religion, who subscribes to the purposes of the Guild, is qualified to become a member of the Loomis Quilt and Fiber Guild.
- (b) Active member: defined as a member who pays annual dues, receives a monthly newsletter, receives free entry to all Guild general meetings, is eligible to participate in all Guild activities, works on committees, has voting rights, has the right to hold office or committee chairmanship and agrees to abide by the Bylaws and Policies of the Guild. The membership application will be available at the general meeting and in the newsletter in May. Membership renewal is due at the June General Meeting.
- (c) Inactive member: defined as a non-voting member who pays an annual discounted membership fee, receives a newsletter, pays the standard guest fee for any meetings attended and is eligible to attend workshops at the member’s fee, providing space is available and agrees to abide by the Bylaws and Policies of the Guild. There is no current limit on the number of inactive members. Inactive membership is only available to current members.
- (d) The Board of Directors is authorized to establish an appropriate numerical limitation on the size of the active membership based on space limitations, with the approval of the membership.
- (e) The membership chairperson shall maintain a waiting list for potential active members.

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- (f) Termination: basis for terminating membership is non-payment of dues within the specified guidelines of SECTION 1(b).
- (g) Lifetime Membership – an individual who has supported and contributed to the success of the Guild above and beyond. An individual must be nominated and approved by the Board. Lifetime Membership exempts the individual from paying the annual active membership fee. Lifetime Membership entitles the individual to all the benefits as described in Section 1(b).

### **SECTION 2. Dues, Fees and Assessments**

- (a) No fee shall be charged for making application for membership in this Guild.
- (b) Annual dues:
  - \$35.00 for active membership
  - \$20.00 for inactive members
- (c) Annual dues for renewing active members are payable on or before the June General Meeting. Failure to pay dues will result in termination of membership. After the June General Meeting, membership will be open to the public until the ceiling limit is reached, beginning with the first person on the waiting list.
- (d) Persons establishing new membership after November 1 will pay half the applicable dues.
- (e) Guests are welcome at meetings.
- (f) An inactive member can reinstate as an active member at the beginning of the next fiscal year, but shall provide one month notice to the membership chairperson.
- (g) No other assessment will be made for membership status in the Guild.
- (h) Dues, fees and assessments are determined by the Board and approved by the membership.

### **SECTION 3. Fiscal Year**

The fiscal year for the Guild shall begin June 1 and end May 31.

## **ARTICLE IV**

### **Meetings**

#### **SECTION 1. General Meetings**

- (a) The Guild shall hold regular General Meetings on the 3<sup>rd</sup> Wednesday of the month.
- (b) The Board can vote to cancel or reschedule meetings as necessary. Members will be notified by written notice or telephone.
- (c) Any member of the Board may call a Special Meeting. Special meetings shall be announced in advance of said meeting.

#### **SECTION 2: Annual Meeting**

- (a) The Guild shall hold the Annual Meeting of the General Membership in June of each year.

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- (b) The Guild shall hold the Annual Meeting of the Board of Directors at its regularly scheduled Board meeting in June.

### SECTION 3. Quorum

A quorum for the transaction of Guild business at any regular or special meeting of the membership shall be twenty percent (20%) of the active membership.

## ARTICLE V

### Officers

#### SECTION 1. Officers

- (a) The elected officers of the Guild shall be: President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Membership Chairperson, Membership-Chairperson-Elect, Program Chairperson, Program Chairperson-Elect, Special Event/Show Chairperson and Special Event/Show Chairperson-Elect. All officers shall be elected by the membership to serve a term of one (1) year. No member may serve in one office for more than two (2) consecutive terms. (Note: Should no individual volunteer or meet the requirements of an Officer position, the membership may vote by majority to extend an individual's position beyond the two consecutive years.) Officers shall take office at the June General Meeting. Any officer filling a vacancy of six (6) months or less shall not be considered to have served a term. All officers and chairpersons are responsible for maintaining a written record of guidelines for their office and transferring it to their successors.
- (b) The immediate Past President will serve on the Board in an advisory capacity for the year following their term.
- (c) The Officers will meet monthly as determined by the President.

#### SECTION 2. Duties of the Officers

- (a) **President:** The President shall be the chief elected officer of the Guild and the Board of Directors and shall have the responsibility for the general management of the Guild. The President shall appoint the chairpersons of all standing and special committees as needed. The President shall be an ex-official member of all committees except the Nominating Committee. The President shall be the official spokesperson for the Guild and has the power to sign all checks for the Guild. The President is a member of the Budget Committee. The President shall obtain mail from the Guild's mailbox, and distribute mail to Guild members.
- (b) **President-Elect:** The President-Elect shall be responsible for a place to hold the Guild General Meetings. In the absence, disability or resignation of the President, the President-Elect shall assume the duties of the President. The President-Elect shall also assume any duties assigned by the President and shall organize and serve as a non-voting member of the Nominating Committee. At the end of the term, the President-Elect shall be nominated to become President.

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- (c) **Secretary:** The Secretary shall keep the minutes of General and Board Meetings. All minutes shall be open to the inspection of the general membership. The Secretary shall be responsible for the records of the Guild, which includes maintaining a file of the Guild's newsletters. The Secretary shall, in the absence of the President and President-Elect, conduct Guild business.
- (d) **Secretary-Elect:** The Secretary-Elect shall assist the Secretary and shall perform duties as assigned by the Secretary in carrying out the responsibilities for keeping accurate records for the Guild. The Secretary-Elect shall fill in whenever necessary for the Secretary. At the end of the term, the Secretary-Elect shall be nominated to become Secretary.
- (e) **Treasurer:** The Treasurer shall serve as custodian of the funds of the Guild. The Treasurer has the power to sign checks, receive all monies and pay all authorized invoices as certified by the committee chairperson and/or the Board. The Treasurer shall have knowledge of basic bookkeeping/accounting principles and techniques. The Treasurer shall prepare financial statements and reports for the Board and members of the Guild. The Treasurer must take responsibility for any and all reports required by taxing authorities. A financial statement must be prepared for each Board meeting. A year-to-date statement shall be presented at the end of each fiscal year. The Treasurer shall have the financial records of the Guild audited within 90 days of the close of the fiscal year.
- (f) **Treasurer-Elect:** The Treasurer-Elect shall assist the Treasurer and shall perform duties as assigned by the Treasurer in carrying out the responsibilities for keeping accurate financial records for the Guild. In the absence of the Treasurer, the Treasurer-Elect shall have the power to sign checks. At the end of the term, the Treasurer-Elect shall be nominated to become Treasurer. The Treasurer-Elect shall have knowledge of basic bookkeeping/accounting principles and techniques. The Treasurer-Elect shall have the knowledge to prepare financial statements and reports for the Board and members of the Guild. The Treasurer-Elect shall have the knowledge to take responsibility for any and all reports required by taxing authorities.
- (g) **Program Chairperson:** The Program Chairperson shall be responsible for the program segment of the General Meetings, workshops, and special activities. The Program Chairperson is responsible for the setup/take down of the meeting facility, including the lighting and audiovisual equipment. The Program Chairperson is responsible for arranging housing, food, transportation and hosting teachers and lecturers contracted for the current fiscal year. The Program Chairperson shall provide a copy of all contracts to the Treasurer.
- (h) **Program Chairperson-Elect:** The Program Chairperson-Elect shall enter into written contracts with all teachers and lecturers for the year in which that person will be Program Chairperson, in cooperation with the current Program Chairperson. The Program Chairperson-Elect shall assist the Program Chairperson with the program for monthly general meetings and perform related duties assigned by the Program Chairperson. In the absence of the Program Chairperson, the Program Chairperson-Elect shall assume all duties and responsibilities of the office of Program Chairperson. At the end of the term, the Program Chairperson-Elect shall be nominated to become Program Chairperson.

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- (i) **Special Event/Show Chairperson:** The Chairperson is responsible for all aspects of administering the annual special event/show. The Chairperson shall appoint chairpersons for special event/show committees. The Chairperson shall work in collaboration with the Chairperson-Elect to coordinate the annual event. The Chairperson may form committees as needed and shall be responsible for the security of the event. The Special Event/Show Chairperson shall provide a copy of all contracts to the Treasurer.
- (j) **Special Event/Show Chairperson-Elect:** The Chairperson-Elect shall assist the Chairperson in administering the annual event as requested by the Chairperson. The Chairperson-Elect shall be responsible for working in collaboration with the President-Elect to develop the special event/show theme for the year in which the Chairperson-Elect is Chairperson. The Chairperson-Elect is responsible for obtaining the facility/location for the special event/show for the year in which the Chairperson-Elect shall be Chairperson. In the absence of the Chairperson, the Chairperson-Elect shall assume the duties and responsibilities of the office as necessary. At the end of the term the Special Event/Show Chairperson-Elect shall be nominated to become Special Event/Show Chairperson.
- (k) **Membership Chairperson:** The Chairperson is responsible for the processing of applications for new and renewal memberships. The Chairperson arranges for the printing and distribution of membership rosters and maintains a waiting list, checking in guests at each meeting, developing a welcome packet for new members and arranging a welcoming event for new members. An updated Membership Roster will be distributed to the membership in August and February of each year.
- (l) **Membership Chairperson Elect** – The Chairperson-Elect shall assist the Chairperson with a Welcome event in August. In the absence of the Chairperson, the Chairperson-Elect shall assume the duties and responsibilities of the office as necessary. At the end of the term, the Chairperson-Elect shall be nominated to become the Membership Chairperson.

### SECTION 3: Removal and Compensation

- (a) An Officer must be an active member of the Guild. An Officer can be removed for non-payment of dues and/or non-performance of duties as described in SECTION 2.
- (b) The Guild is a volunteer organization, and no member of the Board is compensated for their duties.

## ARTICLE VI

### Board of Directors

#### SECTION 1. Board of Directors

The Board of Directors shall consist of the immediate Past President, President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Membership Chairperson, Membership Chairperson-Elect, Program Chairperson, Program Chairperson-Elect, Special Event/Show

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Chairperson, Special Event/Show Chairperson-Elect and Chairpersons for all standing committees. All standing committee chairpersons shall serve a term of one year.

### **SECTION 2. Responsibilities of the Board of Directors**

- (a) Except as otherwise provided in these Bylaws or in the laws of California, the Board of Directors shall implement policy.
- (b) The Board of Directors shall declare and adopt policies under the following conditions: 1) when it is clearly within the philosophy and goals of the Guild, and 2) when not expressly prohibited by these Bylaws.
- (c) The Board of Directors shall prepare an annual budget by the May General Meeting and submit said budget to the membership for approval.
- (d) All policies and guideline changes must be presented to the Board of Directors for discussion and approval one (1) meeting prior to the meeting at which said policies and guidelines are adopted by the Board.
- (e) The Board of Directors shall meet once a month, a minimum of ten (10) times a year, on a day, location and time designated by the Guild President.
- (f) The Board of Directors shall purchase commercial general liability insurance for the Guild each year.

### **SECTION 3. Vacancies and Terminations**

- (a) The President and/or Board of Directors shall fill vacancies occurring on the Board of Directors through appointment in accordance with these bylaws. Elected positions vacated less than six months into the year shall require a general membership vote.
- (b) An Officer and/or Standing Committee Chairperson must be an active member of the Guild. An Officer and/or Chairperson can be removed for non-payment of dues and/or non-performance of duties as described in Section 2 and/or Guidelines.

### **SECTION 4. Quorum**

A simple majority of the Board of Directors members present shall constitute a quorum.

## **ARTICLE VII**

### **Elections**

### **SECTION 1. Nominations**

- (a) The Nominating Committee shall consist of five members. The President shall appoint four members of the Nominating Committee from the general membership at the February meeting. The Chairperson of the Nominating Committee shall be the immediate Past President. The President-Elect shall be a non-voting member of the Nominating Committee.
- (b) The Nominating Committee shall be responsible for receiving nominations of persons willing to serve as elected officials of this Guild.

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- (c) The Nominating Committee shall present a list of candidates to the membership at the April General Meeting. Additional nominations shall be accepted from the floor with the consent of the nominees.
- (d) The Guild's Parliamentarian shall oversee the balloting/election process including tallying ballots.

### **SECTION 2. Ballots**

- (a) The Officers will be elected by secret ballot or acclamation if there are no contested candidates for offices.
- (b) An election of officers (balloting or acclamation) shall take place only if a quorum of the membership is present (ARTICLE IV, SECTION 3).
- (c) This committee shall be responsible for conducting the election during the last General Meeting of the fiscal year (May) and reporting the results at that meeting.
- (d) Should no candidate receive a majority vote of the membership present, the two (2) top candidates will have a run off.
- (e) The winning candidates will assume their duties during the first General Meeting of the fiscal year in June.

## **ARTICLE VIII**

### **Order of Business**

The General Meetings shall be conducted following an agenda as described in Exhibit A. The Executive/Board of Directors meetings will be conducted following an agenda as described in Exhibit B.

## **ARTICLE IX**

### **Records and Reports**

### **SECTION 1: Funds and Finances**

All funds of the Guild shall be maintained by the Treasurer who shall be responsible for their safekeeping.

- (a) The finances of the Guild shall be handled and managed in accordance with generally accepted accounting practices and procedures. No funds shall be expended except in accordance with the approved budget established by the membership. Budget revisions that cannot be accommodated by transferring funds from one budget category to another must be approved by the membership. Neither the members, nor any Officer of this Guild shall incur any indebtedness in excess of the budget.
- (b) Recommendations brought before the Board for charitable donations exceeding \$250 shall be submitted to the General Membership for approval.
- (c) The Treasurer shall have the financial records of the Guild audited within 90 days of the close of the fiscal year.

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- (d) Reimbursement of expenditures shall be disbursed only upon submission of receipts and reimbursement authorization form.
- (e) No person who is now, or later becomes a member of the Guild, shall be personally liable to the Guild's creditors or to any indebtedness of the liability of the Guild. Any and all creditors shall look only to the Guild's assets for payment.
- (f) The budget committee shall meet in April to determine the budget for the upcoming fiscal year. It will be presented to and approved by the general membership at the May General Meeting. All elected Officers are members of the budget committee. The committee will be co-chaired by the Treasurer-Elect and the President-Elect.
- (g) The Treasurer will keep all end of year financial information of the Guild in the permanent files.
- (h) All financial information is open for review by the membership by appointment.

### **SECTION 2: Records**

- (a) The Secretary will keep all records and Minutes of the Guild in the permanent files.
- (b) All records and minutes are open for review by the membership at any given meeting.

## **ARTICLE X**

### **Amendments**

### **SECTION 1. Parliamentary Authority**

When there is a question on the procedures not covered by these Bylaws, then the most current edition of ROBERTS RULES OF ORDER will prevail.

### **SECTION 2. Bylaws Amendments**

- (a) Prior to voting on any amendments to the Bylaws, the Board must approve the amendment(s) and all members must receive written notice of the proposed amendment(s). These Bylaws shall be reviewed every three (3) years and revised as necessary. Amendments to, or revisions of, these Bylaws shall become effective upon approval of a quorum of the Guild's active membership (ARTICLE IV, SECTION 3.)
- (b) Any Guild member can initiate an amendment to the Bylaws.

### **SECTION 3. Bylaws**

These Bylaws may be temporarily suspended in part or in whole by two-thirds (2/3) vote of the members in attendance at any duly constituted regular or special meeting.

### **SECTION 4. Policies and Guidelines**

- (a) There shall be a minimum of ten (10) General Guild meetings per year.
- (b) Policies and Guidelines shall be developed at the discretion of the Board and shall become an attachment to the Bylaws.





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**EXHIBIT "A"**

**GENERAL MEETING AGENDA**

**CALL TO ORDER**

**INTRODUCTIONS**

**ANNOUNCEMENTS**

**MINUTES**

**PROGRAM**

- **BREAK - REFRESHMENTS**

**COMMITTEE REPORTS**

- **Block of the Month**
- **Fat Quarters**
- **Show & Tell**
- **Pot of Gold**
- **Any other Committee Reports**

**CLOSING REMARKS**

**ADJOURN**

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**EXHIBIT "B"**

**BOARD MEETING AGENDA**

**CALL TO ORDER**

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**TREASURER'S REPORT**

**OLD BUSINESS**

**NEW BUSINESS**

**COMMITTEE REPORTS**

**ADJOURN**