

# BYLAWS OF THE COASTAL QUILTERS GUILD, INC.

## A California Nonprofit Mutual Benefit Corporation (10/12/92)

1. The name of this corporation shall be Coastal Quilters Guild, Inc.
2. The principal office for the transaction of the activities, affairs and business of the corporation is located in Santa Barbara County, California. The board of directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.
3. The purpose of this Guild shall be educational and charitable. The specific purpose is to exchange ideas about quilting, learn new techniques and improve quilting skills. It is also our aim to inform the community about the history and preservation of quilts.
4. This corporation shall have one class of members. Any person dedicated to the purposes of this corporation shall be eligible for membership upon application to the board and the payment of such dues and fees as the board may fix from time to time.
5. Regular members shall have the right to vote, as set forth in these bylaws, on the election of officers and the board of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of these terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, all cash and other assets owned by the Guild shall be donated to a charitable organization.
6. Each member must pay, within the time and on the conditions set by the board, the dues, fees and assessments in amounts to be fixed from time to time by the board. The dues, fees and assessments shall be equal for all members.
7. Those members who have paid the required dues, fees and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.
8. A membership shall terminate on occurrence of any of the following events:
  - a) Resignation of a member, on reasonable notice to the corporation;

b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;

c) Failure of a member to pay dues, fees or assessments as set by the board within one month after they become due and payable;

d) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;

e) Expulsion of the member under these bylaws, based on the good faith determination, by the board or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

9. If grounds appear to exist for expulsion of a member under these bylaws, the procedure set forth below shall be followed:

a) The member shall be given 15 days prior notice of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice to the member and by serving written notice by registered mail to the member's last address as shown on the corporations records.

b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the board or by a committee authorized by the board to determine whether the expulsion or suspension should take place.

c) The board or committee shall decide whether or not the member should be expelled, or sanctioned in some other way. The decision of the board or committee shall be final.

d) Any action challenging an expulsion or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion or termination.

10. Meeting of the members shall be held at such time and at any place designated by the board or by written consent of all persons entitled to vote at the meeting, where such date and place are to be determined.

11. a) Through 2006, an annual members' meeting shall be held on the second Thursday in November of each year at 7:00 PM unless the board sets another date or time and so notifies members. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, the Board of Directors shall be elected and any other proper business may be transacted.

b) Beginning in 2007, an annual members' meeting shall be held on the second Thursday in May at 7:00 PM unless the board sets another date or time and so notifies members. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, directors shall be elected and any other business may be transacted.

12. Whenever members are required or permitted to take any action at the annual meeting, written notice of the meeting shall be given, in accordance with these bylaws, to each member entitled to vote at the meeting. The notice shall specify:

a) the place, date and hour of the meeting

b) the general nature of the business to be transacted

c) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members.

13. Fifty percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person by less than one half of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section 12 of these bylaws.

14. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of members required to constitute a quorum.

15. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be regular members in good standing as of the record date determined under Section 19 of these bylaws.

16. Voting may be by voice or ballot, except that any election of the Board of Directors must be by ballot.

17. Each member entitled to vote shall be entitled to cast one vote in person, on each matter submitted to a vote of the members.

18. If a quorum is present, the affirmative vote of the majority of the voting power

represented at the meeting, entitled to vote and voting on any matter shall be the act of the members.

19. If not otherwise fixed by the board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day preceding the day on which notice is given and (2) to vote at the meeting shall be 10 days before the date of the meeting.

20. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.

21. The authorized number of directors shall be ten or more as needed to perform the duties of the corporation. Board membership shall be included among the duties and responsibilities of the following offices and positions: president; vice president, programs; treasurer; speaker liaison; workshop coordinator; recording secretary; corresponding secretary; public relations coordinator; membership committee chair; and parliamentarian. The qualifications for directors are: (1) must be a member in good standing; (2) must be willing to regularly attend board meetings; (3) must have read and be familiar with the bylaws of the corporation (3). No director shall serve more than two consecutive years in the same office, except that any director serving in office during the corporation's fiscal-year transition period between the elections of November 2006 and May 2007 may serve consecutive terms in that same office of up to two years and six months.

22. All directors shall be elected at each annual meeting of members to hold office until the next annual meeting; however, if any such directors are not elected at any annual meeting, they may be elected at any regularly scheduled meeting of the members, provided that members are notified of such election at least 30 days before the meeting. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected.

23. A vacancy or vacancies on the board shall exist on the occurrence of the following:

(a) the death or resignation of any director

(b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of the court, or convicted of a felony, or if the corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Corporations Code;

(c) the vote of the members or, if the corporation has fewer than 50 members, the vote of the majority of all members, to remove any director(s).

24. Except for vacancies created by removal of a director by the members, vacancies on the board may be filled by a majority of the directors then in office. The members may fill any vacancy caused by the death or resignation of any director; the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted; or vacancies not filled by the directors.

25. Immediately after each annual meeting of members, the board shall hold a regular meeting for purposes of organization, and the transaction of other business. Notice of this meeting is not required.

26. Other regular meetings of the board may be held without notice at such time and place as the board may set from time to time.

27. Special meetings of the board for any purpose may be called at any time by the president, or any vice president, or the secretary or any two directors.

28. Notice of the time and place of special meetings shall be given to each director by one of the following methods:

(a) by personal delivery of written notice;

(b) by first-class mail, postage prepaid;

(c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that message; or

(d) via E-mail. Notices shall be given or sent to the directors address or telephone number as shown on the records of the corporation.

29. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or E-mail should be sent at least 48 hours before the time set for the meeting.

30. The notice shall state the time of the meeting, the place if the place is other than the principal office of the corporation and the purpose of the meeting.

31. A majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may

continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

32. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing or via E-mail to the president to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

33. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees. Appointments to committees of the board shall be by majority vote of the directors then in office.

34. The officers of the corporation shall be a president, vice president(s), a recording secretary, a corresponding secretary, a treasurer, and a parliamentarian, which are elected by the regular members in good standing.

35. The officers of the corporation, except those appointed under Section 36 of these bylaws, shall be elected at the annual meeting of the members by the members.

36. The board may appoint and may authorize the president, or other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have authority, and perform the duties specified in the bylaws or determined by the board.

37. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

38. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled as follows. A vacancy in the presidency shall be filled by a special election, as provided herein, at a special membership meeting called for purpose of said election; vacancies in all other offices shall be filled by an appointment by a majority of the board.

39. The President shall exercise and perform such powers and duties as the board may assign from time to time.

40. Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers. The president shall preside at all members' meetings and at all board meetings. The members and directors shall present such financial statements and reports as are required by law, by these bylaws, or by the board to be given. The

books of account shall be open to inspection by any director at all reasonable times. The president shall have such other powers and duties as the board or bylaws may prescribe.<sup>41</sup> In the absence or disability of the president, the vice-president(s), in order of their rank as fixed by the board or if not ranked, a vice-president designated by the board shall perform all duties of the president. When so acting, a vice-president shall have all powers of and be subject to all restrictions on the president. The vice-president shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

42. The recording secretary shall keep, or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at members' meetings. The secretary shall keep, or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws as amended to date.

43. The recording secretary shall keep, or cause to be kept, at the corporation's principal office or at a place determined by board resolution, a record of the corporation's members, showing each member's name and address.

44. The corresponding secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board required by these bylaws to be given and shall handle all correspondence as necessary. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

45. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send, or cause to be given, to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

46. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds, if any, as the board determines and give the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

47. The parliamentarian shall maintain order at all meetings by knowing and enforcing Robert's Rules of Order. The parliamentarian will conduct the election of directors at

the annual meeting in accordance with these bylaws.

48. The corporation shall keep (1) adequate and correct books and records of account; (2) written minutes of the proceedings of its members, board and committees of the board; and (3) a record of each member's name and address.

49. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The inspection includes the right to copy and make extracts of documents.

50. An annual report shall be prepared by the treasurer within 60 days after the end of the corporation's fiscal year which shall be a calendar year through June 30, 2007 and a fiscal year from July 1 to Jun 30 thereafter. That report shall contain the following information in appropriate detail: a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.

51. These bylaws may be amended by a two-thirds vote of the regular members in good standing, in attendance at the meeting, provided that written notice of the proposed changes was sent to every voting member 30 days prior to the meeting.

A donation of \$5.00 shall be collected from visitors at each guild meeting.

*Last updated on May 12, 2011  
(Debra Blake, Parliamentarian)*